

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

Third Quarterly Report 2013
第三季度業績報告



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。

由於創業板上上市公司新興之性質所致，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 2013 amounted to about HK\$21.0 million, representing a 55.2% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the nine months ended 31 December 2013 was about HK\$10.3 million, decreased by about HK\$12.4 million compared with the same period of last year.
- Loss attributable to equity holders of the Company for the nine months ended 31 December 2013 amounted to about HK\$31.0 million, which represented an increase in loss of about HK\$9.4 million compared with the same period of 2012.
- The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2013.
- 本集團截至二零一三年十二月三十一日止九個月之收益約為21,000,000港元，較上一個財政年度同期下跌55.2%。
- 本集團截至二零一三年十二月三十一日止九個月之毛利約為10,300,000港元，較去年同期減少約12,400,000港元。
- 截至二零一三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31,000,000港元，與二零一二年同期比較，虧損增加約9,400,000港元。
- 董事會不建議就截至二零一三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 2013 together with the unaudited comparative figures for the corresponding periods in 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，連同二零一二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		
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	
Notes 附註						
Revenue	收益	2	20,986	46,865	4,454	11,814
Cost of sales	銷售成本		(10,638)	(24,098)	(2,539)	(7,613)
Gross profit	毛利		10,348	22,767	1,915	4,201
Other income and gains	其他收入及收益		1,710	1,622	1,275	800
Selling expenses	銷售開支		(9,167)	(11,874)	(2,585)	(5,236)
Administrative expenses	行政開支		(31,031)	(29,130)	(12,668)	(8,847)
Other expenses	其他開支		(2,722)	(4,596)	(878)	(1,359)
Finance costs	財務費用		(165)	(180)	(44)	(106)
Loss before tax	除稅前虧損		(31,027)	(21,391)	(12,985)	(10,547)
Income tax expense	所得稅開支	3	—	(209)	—	(235)
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		(31,027)	(21,600)	(12,985)	(10,782)
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		625	—	—	—
Total comprehensive expense for the period	期內全面開支總額		(30,402)	(21,600)	(12,985)	(10,782)
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(4.1) cents 港仙	HK(2.9) cents 港仙	HK(1.7) cents 港仙	HK(1.4) cents 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:

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.

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大交易、未實現收益及虧損以及結餘已於綜合賬目時對銷。

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.

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.

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。

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，及至目前為止，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. 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 2013 (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.

3. 所得稅開支

由於本集團於截至二零一三年十二月三十一日止九個月及三個月內並無錄得任何於香港產生之應課稅溢利(二零一二年：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 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	
		2013 二零一三年	2012 二零一二年	2013 二零一三年	2012 二零一二年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Current — Outside	即期 — 香港以外				
Hong Kong	地區				
Charge for the period	期內支出	—	7	—	7
Deferred	遞延	—	202	—	228
Total tax charged for the period		—	209	—	235

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 2013 are based on the loss for the period attributable to ordinary equity holders of the Company of about HK\$31,027,000 (nine months ended 31 December 2012: HK\$21,600,000) and about HK\$12,985,000 (three months ended 31 December 2012: HK\$10,782,000) respectively, and the numbers of ordinary shares of 756,355,000 in issue for both the nine months and three months ended 31 December 2013 (both nine months and three months ended 31 December 2012: 756,355,000).

Diluted loss per share for the periods has not been disclosed as no dilutive 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

截至二零一三年十二月三十一日止九個月及三個月之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31,027,000港元(截至二零一二年十二月三十一日止九個月：21,600,000港元)及約為12,985,000港元(截至二零一二年十二月三十一日止三個月：10,782,000港元)，以及截至二零一三年十二月三十一日止九個月及三個月兩個期間內已發行普通股數756,355,000股(截至二零一二年十二月三十一日止九個月及三個月：756,355,000股)計算。

由於在各報告期末並無其潛在攤薄效應的潛在權益股份，因此，並無披露各期間之每股攤薄虧損。

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 (Note a) (附註a)	Foreign currency translation reserve 外幣匯兌 儲備 HK\$'000 千港元 (Note b) (附註b)	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)	—	—	—	—	(31,027)	(31,027)
Other comprehensive income for the period:	期內其他全面收益：						
Exchange differences on transaction of foreign operations (unaudited)	換算海外業務產生之 匯兌差額(未經審核)	—	—	625	—	—	625
Total comprehensive income/ (expense) for the period (unaudited)	期內全面收益/(開支) 總額(未經審核)	—	—	625	—	(31,027)	(30,402)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權 安排(未經審核)	—	—	—	2,314	—	2,314
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)	—	—	—	(20)	20	—
At 31 December 2013 (unaudited)	於二零一三年十二月 三十一日(未經審核)	<u>372,468</u>	<u>3,349</u>	<u>14,944</u>	<u>10,087</u>	<u>(455,096)</u>	<u>(54,248)</u>
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>



Notes:

附註：

(a) Statutory reserve fund

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use. When the balance of such reserve fund reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve fund can be utilised, upon approval of the relevant authority, to offset prior year's losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(a) 法定儲備基金

根據中華人民共和國(「中國」)的相關企業法律及條例，於中國註冊之實體之部分溢利須轉撥至有限用途之法定儲備基金。當該儲備基金結餘達該實體資本之50%時，可選擇是否作出進一步劃撥。法定儲備基金在獲得相關部門批准後可用以抵銷前年度之虧損或增資。然而，運用法定儲備基金後之結餘須至少維持在資本之25%。

(b) Foreign currency translation reserve

Foreign currency translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) which are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve will be reclassified to profit or loss on the disposal of the foreign operations.

(b) 外幣匯兌儲備

外幣匯兌儲備乃指本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)相關之匯兌差額，已直接於其他全面收益中確認及於外幣匯兌儲備中累計。該等於外幣匯兌儲備累計之匯兌差額將於出售海外業務時重新分類至損益賬內。

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2013 (2012: nil).

中期股息

董事會不建議就截至二零一三年十二月三十一日止九個月派發任何中期股息(二零一二年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Result

During the nine months and three months ended 31 December 2013, revenue from the Group's wireless music search ("WMS") services in the PRC remained as the main stream of income of the Group.

管理層討論及分析

財務回顧

業績

於截至二零一三年十二月三十一日止九個月及三個月，來自本集團於中國之無線音樂搜尋(「無線音樂搜尋」)服務之收益，仍為本集團之主要收入來源。

Revenue of the Group for the nine months and three months ended 31 December 2013 amounted to about HK\$21.0 million and about HK\$4.5 million, representing a decrease of about 55.2% and 62.3%, respectively, as compared to that of about HK\$46.9 million and HK\$11.8 million for the nine months and three months ended 31 December 2012. The drop of revenue arising from the periods under review was mainly due to the decrease in revenue brought in by the provision of the Group's WMS services via the network of China Mobile Limited ("China Mobile").

As mentioned in our previous financial reports and announcements, China Mobile has completed its review on the pricing model of WMS services with the Group in the first quarter of financial year ended 2012/13. In July 2012, an operational support services agreement was signed which covered the income from the Group's operational support services provided to China Mobile for the period from July 2011 to July 2012. Under this agreement, the Group was entitled to charge China Mobile a fixed operational supporting service fee, 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-mentioned agreement and up to 31 December 2012 was recognised in the nine months ended 31 December 2012 according to HKFRSs, such income was higher than that recognised in the nine months ended 31 December 2013.

In addition to the above, the tight control measures imposed by the telecommunication operators on the WMS services providers in the last few months of 2013 has imposed adverse effect on revenue of the Group from its business partners, resulted in the drop of revenue for the nine months and three months ended 31 December 2013.

於截至二零一三年十二月三十一日止九個月及三個月，本集團之收益分別約為21,000,000港元及約4,500,000港元，較截至二零一二年十二月三十一日止九個月及三個月約46,900,000港元及11,800,000港元下跌約55.2%及62.3%。回顧期內收益下降，主要是由於本集團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。

誠如我們早前的財務報告及公佈所述，中國移動已於截至二零一二／一三年止財政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。本公司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，本集團有權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。

本集團截止二零一二年十二月三十一日及就提供上述協議所涉服務產生之收入，已於截至二零一二年十二月三十一日止九個月按照香港財務申報準則確認，有關收入較於截至二零一三年十二月三十一日止九個月所確認者為高。

除上述者外，電信運營商於二零一三年最後數月收緊對無線音樂搜尋服務供應商之嚴格管控，從而對本集團業務夥伴之收益造成不利影響，導致截至二零一三年十二月三十一日止九個月及三個月之收益下降。

Other than WMS services, the Group has developed other wireless personal entertainment services such as reading and lottery last year. Revenue from these services decreased during the periods under review because the Group decided to gradually move away for lack of attractive financial and strategic returns.

As a result of the drop of the Group's revenue in the nine months and three months ended 31 December 2013, the Group's cost of sales for the periods under review also decreased. The cost of sales for the nine months and three months ended 31 December 2013 decreased to about HK\$10.6 million and HK\$2.5 million, respectively, representing decreases of about HK\$13.5 million and HK\$5.1 million compared to the corresponding periods last year.

In the nine months and three months ended 31 December 2013, the Group's gross profit was about HK\$10.3 million and HK\$1.9 million, respectively. The decrease in the Group's gross profit was mainly due to the drop in the Group's revenue.

Selling expenses amounted to about HK\$9.2 million and HK\$2.6 million, respectively, for the nine months and three months ended 31 December 2013, which was decreased by about 22.8% and 50.6% as compared to that of about HK\$11.9 million and HK\$5.2 million for the nine months and three months ended 31 December 2012. The decrease was mainly due to tight cost control over selling activities.

Administrative expenses has increased from about HK\$29.1 million and HK\$8.8 million for the nine months and three months ended 31 December 2012 respectively, to about HK\$31.0 million and HK\$12.7 million for the nine months and three months ended 31 December 2013. The increase was mainly due to impairment made against doubtful debts with aging over one year and impact of share options issued in December 2013.

除無線音樂搜尋服務外，本集團於去年開發了其他無線個人娛樂服務，如閱讀及彩票。於回顧期內，該等服務產生之收益減少，原因是本集團決定逐步移除財務及策略回報欠吸引力之服務。

由於本集團於截至二零一三年十二月三十一日止九個月及三個月之收益下降，本集團於回顧期內之銷售成本亦有所減少。截至二零一三年十二月三十一日止九個月及三個月之銷售成本分別減少至約10,600,000港元及2,500,000港元，較去年同期減少約13,500,000港元及5,100,000港元。

於截至二零一三年十二月三十一日止九個月及三個月，本集團之毛利分別約為10,300,000港元及1,900,000港元。本集團之毛利減少主要由於本集團之收益下降所致。

於截至二零一三年十二月三十一日止九個月及三個月，銷售開支分別約為9,200,000港元及2,600,000港元，較截至二零一二年十二月三十一日止九個月及三個月約11,900,000港元及5,200,000港元減少約22.8%及50.6%。減少主要由於嚴格控制銷售活動成本所致。

行政開支由截至二零一二年十二月三十一日止九個月及三個月約29,100,000港元及8,800,000港元分別增加至截至二零一三年十二月三十一日止九個月及三個月約31,000,000港元及12,700,000港元。上升乃主要由於賬齡超過一年之呆賬減值及二零一三年十二月發行購股權之影響所致。

Other expenses for the periods under review mainly represented costs for services/product development and staff development. It decreased from about HK\$4.6 million for the nine months ended 31 December 2012 to about HK\$2.7 million for the nine months ended 31 December 2013. Similar trend was observed for the three months ended 31 December 2013. The decrease was mainly due to the decrease in non-operating staff costs during the period under review.

Other income and gains for the periods under review mainly represented interest income, revaluation gain on investment property and business tax refund. Total other income for the nine months ended 31 December 2012 was about HK\$1.6 million, there was no significant change with about HK\$1.7 million for the nine months ended 31 December 2013. Total other income increase from about HK\$0.8 million for the three months ended 31 December 2012 to about HK\$1.3 million for the three months ended 31 December 2013 mainly due to refund of prior period's business tax.

Due to a combination of the effect stated above, the Group's loss attributable to equity holders of the Company for the nine months and three months ended 31 December 2013 amounted to about HK\$31.0 million and HK\$13.0 million, respectively, representing further loss of about HK\$9.4 million and HK\$2.2 million as compared to the corresponding periods last year.

Financial Position

As at 31 December 2013, the total equity of the Group amounted to about HK\$21.4 million (31 March 2013: HK\$49.5 million) and the Group's net current assets amount to about HK\$10.8 million (31 March 2013: HK\$39.4 million). The current ratio (calculated by dividing current assets to current liabilities) as at 31 December 2013 was 1.4 (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.

回顧期內之其他開支主要指服務／產品開發及員工發展成本。其他開支由截至二零一二年十二月三十一日止九個月約4,600,000港元減少至截至二零一三年十二月三十一日止九個月約2,700,000港元。截至二零一三年十二月三十一日止三個月之其他開支亦有所減少。減少主要由於在回顧期間之非經營員工成本減少所致。

回顧期內之其他收入及收益主要指利息收入、投資物業重估收益及營業稅退稅。截至二零一三年十二月三十一日止九個月之其他收入總額約為1,700,000港元，與截至二零一二年十二月三十一日止九個月約1,600,000港元比較並無重大變動。其他收入總額主要因過往期間之營業稅退稅而增加，由截至二零一二年十二月三十一日止三個月約800,000港元增加至截至二零一三年十二月三十一日止三個月約1,300,000港元。

由於上述各項原因，於截至二零一三年十二月三十一日止九個月及三個月，本公司權益持有人應佔本集團虧損分別約為31,000,000港元及13,000,000港元，較去年同期分別進一步虧損約9,400,000港元及2,200,000港元。

財政狀況

於二零一三年十二月三十一日，本集團之權益總額約為21,400,000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10,800,000港元（二零一三年三月三十一日：39,400,000港元）。於二零一三年十二月三十一日之流動比率（以流動資產除以流動負債計算）為1.4（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乃主要由於回顧期內產生虧損所致。

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 centralized and cash is generally placed in deposits with banks.

During the periods under review, the Group mainly financed its operations by revenue generated from its operations. As at 31 December 2013, total cash and cash bank balances (including pledged bank deposits) of the Group amounted to about HK\$21.1 million, representing a decrease of about HK\$30.7 million from about HK\$51.8 million as at 31 March 2013. The decrease in cash and bank balances was mainly due to cash used for financing the operations of the Group and repayment of bank borrowing.

During the three months ended 31 December 2013, the Group has fully repaid its bank borrowing of HK\$11.4 million. Thus, as at 31 December 2013, the Group's gearing ratio (calculated by total bank borrowings over total equity) was 0% (31 March 2013: 23.0%). There was no seasonality as to the Group's borrowing requirements and no other committed borrowing facilities.

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 dollar, the impact of foreign exchange exposure to the Group was minimal and there was no significant adverse effect on normal operations. Cash is generally deposited at banks in the PRC and Hong Kong and denominated mostly in Renminbi and Hong Kong dollars. As at 31 December 2013, no related hedges were made by the Group (31 March 2013: nil).

Contingent Liabilities

As at 31 December 2013, the Group had no material contingent liabilities (31 March 2013: nil).

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，本集團之財資活動均為中央管理，而現金一般會以存款方式存放於銀行。

於回顧期內，本集團以其經營活動所產生之收益為其營運提供資金。於二零一三年十二月三十一日，本集團之現金及銀行結餘現金總額（包括已抵押銀行存款）約為21,100,000港元，較二零一三年三月三十一日約51,800,000港元減少約30,700,000港元。現金及銀行結餘減少乃主要由於現金用於撥付本集團之營運及償還銀行借貸所致。

於截至二零一三年十二月三十一日止三個月，本集團已悉數償還其銀行借貸11,400,000港元。因此，於二零一三年十二月三十一日，本集團的資產與負債比率（以銀行借貸總額除以權益總額計算）為0%（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。

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。現金一般存放於中國及香港之銀行，且大部分以人民幣或港元為計算單位。於二零一三年十二月三十一日，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

於二零一三年十二月三十一日，本集團並無重大或然負債（二零一三年三月三十一日：無）。



Business Review and Outlook

In the third quarter, the Group focused on developing new businesses and exploring more new wireless applications and service with WMS platform as the core of development. The Group continues to promote the development of its market of cooperation in respect of wireless music platform and other wireless service with overseas operators.

The industry of telecommunication operators introduced more stringent and unfavourable policies in the third quarter of financial year ending 2013/14, affecting the environment of mobile value-added service industry seriously. Revenue from China Mobile's WMS services declined continuously, China Telecom music cooperation business was also negatively affected, while resources on marketing and promotion decreased and income and growth in the number of users slowed down. The number of Mi-Cu ringtone users increased significantly, with both user flexibility and user loyalty shows better development trend.

Looking forward, under the continuous impacts of the negative policies of the industry, the management expects that the decline of the business revenue of the Group will sustain in the fourth quarter of financial year ending 2013/14. The Group will continue to speed up its transformation by focusing on support of the overseas expansion of its music platform and development of new businesses. The Group will put more resources in promoting the Mi-Cu ringtone, maximizing the number and scale of its end users rapidly, and launch a new community-based end user application to the lottery clients in the fourth quarter of financial year ending 2013/14. Moreover, in terms of existing traditional businesses, the Group will, in response to the changes in industry policy and the development trend, further strengthen its marketing cooperation with operators to make full use of music resources to increase revenue.

業務回顧及展望

本集團在第三季度重點發展新業務，以無線音樂搜索平台為核心，拓展更多新型無線應用及服務，並繼續推進無線音樂平台以及其他無線服務在海外運營商合作市場的發展。

於截至二零一三／一四年止財政年度第三季度電信運營商行業推出多項更為嚴格的負面政策，嚴重影響無線增值行業市場環境。中國移動無線音樂搜索業務收入持續下滑，中國電信音樂合作業務也受到負面影響，減少了行銷推廣資源的投入，收入和用戶數量增長放緩。咪咕鈴聲用戶端用戶數量增長顯著，用戶活性及用戶黏性都呈現較好的發展態勢。

展望未來，受到行業負面政策的持續影響，管理層預期截至二零一三／一四年止財政年度第四季度本集團業務收入將持續下滑。本集團將繼續加速轉型，重點扶持音樂平台的海外市場拓展及發展新業務。加大咪咕鈴聲用戶端的管道推廣資源投入，快速提升其使用者數量和規模；並將在截至二零一三／一四年止財政年度第四季度推出新型社區化彩票用戶端應用。同時要順應行業政策和發展趨勢的變化，在現有的傳統業務方面，進一步加強與運營商的行銷合作，深入挖掘音樂資源，以提升收入。

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

As at 31 December 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:

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 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) 根據於二零一三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 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.

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。

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

購股權計劃之概要載列如下：

(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.

(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

(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) 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

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.

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.

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的平均收市價；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。

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，不得超過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過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 Directors were granted share options under the 2002 Scheme and the New 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及新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 (每股)
	At 1 April 2013 於二零一三年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 31 December 2013 於二零一三年 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
Mr. Yip Heon Keung 葉向強先生	—	7,000,000	—	—	7,000,000	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二零年 十二月四日	0.165
Mr. Yip Heon Ping 葉向平先生	—	7,000,000	—	—	7,000,000	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二零年 十二月四日	0.165

As at 31 December 2013, the Company had outstanding options to subscribe for up to 28,800,000 shares under the 2002 Scheme and 30,850,000 shares under the New Scheme.

於二零一三年十二月三十一日，本公司根據二零零二年計劃有可認購最多28,800,000股股份之尚未行使購股權，以及根據新計劃有可認購最多30,850,000股股份之尚未行使購股權。

Save as disclosed above, as at 31 December 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 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:

主要股東之權益及淡倉

於二零一三年十二月三十一日，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：

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%



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)
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	301,095,619	39.81%
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:

- (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.
- (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.
- (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.
- (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.
- (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, 114,851,701 shares of the Company as the beneficial owner of Century and personally interested in 561,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 4,000,000 shares of the Company in his capacity as an employee of the Group.
- (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.
- (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.

附註：

- (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」) 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 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) 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) 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，作為Century之實益擁有人擁有本公司114,851,701股股份之權益及擁有本公司561,000股股份之個人權益。此外，彼亦以本集團之僱員身份享有可認購本公司4,000,000股股份之購股權。
- (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」) 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.
- (9) Based on 756,355,000 shares of the Company in issue as at 31 December 2013.

- (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) 根據於二零一三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 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，於二零一三年十二月三十一日，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，或須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.

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 2013, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

購買、贖回或出售本公司之上市證券

於截至二零一三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。

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 2013.

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。



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

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，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）、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, 6 February 2014

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，二零一四年二月六日



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