



**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

**First Quarterly Report**

**第一季度業績報告**

**2014**

\*For identification purpose only 僅供識別



**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 traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

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

由於創業板上市公司新興之性質所然，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 2014 amounted to about HK\$2.4 million, representing a 75% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the three months ended 30 June 2014 was about HK\$1.5 million, decreased by about HK\$3.5 million compared with the same period of last year.
- Loss attributable to equity holders of the Company for the three months ended 30 June 2014 amounted to about HK\$10.7 million, which represented an increase in loss of about HK\$2.8 million compared with the three months ended 30 June 2013.
- The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2014.
- 本集團截至二零一四年六月三十日止三個月之收益約為2,400,000港元，較上一個財政年度同期減少75%。
- 本集團截至二零一四年六月三十日止三個月之毛利約為1,500,000港元，較去年同期減少約3,500,000港元。
- 截至二零一四年六月三十日止三個月，本公司權益持有人應佔虧損約為10,700,000港元，較截至二零一三年六月三十日止三個月虧損增加約2,800,000港元。
- 董事會不建議就截至二零一四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 2014 together with the comparative unaudited figures for the three months ended 30 June 2013 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」)截至二零一四年六月三十日止三個月之未經審核綜合業績，連同截至二零一三年六月三十日止三個月之未經審核比較數字如下：

		Three months ended 30 June 截至六月三十日止三個月	
		2014 二零一四年 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)
Notes 附註			
<b>Revenue</b>	<b>收益</b>	<b>2,400</b>	<b>9,512</b>
Cost of sales	銷售成本	<b>(939)</b>	<b>(4,492)</b>
<b>Gross profit</b>	<b>毛利</b>	<b>1,461</b>	<b>5,020</b>
Other income and gains	其他收入及收益	<b>126</b>	<b>249</b>
Selling expenses	銷售開支	<b>(866)</b>	<b>(3,284)</b>
Administrative expenses	行政開支	<b>(10,453)</b>	<b>(8,916)</b>
Other expenses	其他開支	<b>(999)</b>	<b>(923)</b>
Finance costs	財務費用	<b>(10)</b>	<b>(81)</b>
<b>Loss before tax</b>	<b>除稅前虧損</b>	<b>(10,741)</b>	<b>(7,935)</b>
Income tax expense	所得稅開支	<b>—</b>	<b>—</b>
<b>Loss for the period attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔期內虧損</b>	<b>(10,741)</b>	<b>(7,935)</b>
<b>Other comprehensive income:</b> <i>Item that may be reclassified subsequently to profit or loss:</i>	<b>其他全面收益：</b> <i>其後可能重新分類至損益之項目：</i>		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	<b>—</b>	<b>515</b>
<b>Total comprehensive expense for the period attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔期內全面開支總額</b>	<b>(10,741)</b>	<b>(7,420)</b>
<b>Loss per share attributable to equity holders of the Company</b>	<b>本公司權益持有人應佔每股虧損</b>		
Basic	基本	<b>HK(1.40) cents 港仙</b>	<b>HK(1.05) cents 不適用</b>
Diluted	攤薄	<b>N/A 不適用</b>	<b>N/A 不適用</b>

Notes:

附註：

## 1. Basis of Preparation

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants and accounting principles generally accepted in Hong Kong. In addition, the unaudited consolidated results include applicable disclosures required by the GEM Listing Rules. The measurement basis used in the preparation of the unaudited consolidated results is 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 2014, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review. The adoption of these new or revised HKFRSs had no significant effect on the financial results of the current period. Accordingly, no significant change in accounting policies and no prior period adjustment is required.

The Group has not applied or early adopted the new or revised HKFRSs (including their consequential amendments) 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 currently assessing the impact of these new or revised HKFRSs upon initial application but 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. It is anticipated that all of the pronouncements will be adopted in the Group's accounting policy in the accounting periods when they first become effective.

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

## 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、香港會計準則及詮釋）及香港普遍採納之會計原則而編製。此外，未經審核綜合業績包括創業板上市規則所規定之適用披露。用於編製此等未經審核綜合業績之計量基準乃歷史成本慣例，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二零一四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。採納該等新訂或經修訂香港財務報告準則對本期間的財務業績並無重大影響。因此，毋須對會計政策作出重大變更及毋須作出往期調整。

本集團並無於此等未經審核綜合業績內應用或提早採納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（包括其後續修訂）。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之影響，惟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。預期所有頒佈之準則將於其首次生效時之會計期間納入本集團之會計政策。

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. Revenue

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

## 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 2014 (three months ended 30 June 2013: 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.

Deferred and total tax expense for the period 遞延及期內稅項開支總額

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

The calculation of the basic loss per share amount is based on the unaudited consolidated loss for the period attributable to equity holders of the Company of about HK\$10,741,000 (three months ended 30 June 2013: HK\$7,935,000), and the number of ordinary shares of 756,355,000 (three months ended 30 June 2013: 756,355,000) in issue during the period.

No diluted loss per share is disclosed as there were no dilutive potential ordinary shares as at 30 June 2014 and 30 June 2013.

## 2. 收益

收益即本集團之營業額，指期內所提供服務之發票淨值。

## 3. 所得稅開支

由於本集團於截至二零一四年六月三十日止三個月內並無錄得任何於香港產生之應課稅溢利(截至二零一三年六月三十日止三個月：無)，故期內並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

### Three months ended 30 June

截至六月三十日止三個月

2014	2013
二零一四年	二零一三年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

## 4. 本公司權益持有人應佔每股虧損

每股基本虧損乃根據本公司權益持有人應佔期內未經審核綜合虧損約10,741,000港元(截至二零一三年六月三十日止三個月：7,935,000港元)及期內已發行普通股數目756,355,000股(截至二零一三年六月三十日止三個月：756,355,000股)計算。

由於二零一四年六月三十日及二零一三年六月三十日並無潛在攤薄普通股股份，故並無披露每股攤薄虧損。

## 5. Reserves

		Share premium account	Statutory reserve fund	Foreign currency translation reserve	Share option reserve	Accumulated losses	Total
		股份 溢價賬	法定 儲備基金	外幣 匯兌儲備	購股權 儲備	累計 虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
			(note a)	(note b)			
			(附註 a)	(附註 b)			
At 1 April 2014 (audited)	於二零一四年四月一日 (經審核)	372,468	3,349	14,804	10,041	(465,481)	(64,819)
Loss for the period (unaudited)	期內虧損 (未經審核)	—	—	—	—	(10,741)	(10,741)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	—	—	(10,741)	(10,741)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	140	—	140
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)	—	—	—	(3)	3	—
At 30 June 2014 (unaudited)	於二零一四年六月三十日 (未經審核)	372,468	3,349	14,804	10,178	(476,219)	(75,420)
At 1 April 2013 (audited)	於二零一三年四月一日 (經審核)	372,468	3,349	14,319	7,793	(424,089)	(26,160)
Loss for the period (unaudited)	期內虧損 (未經審核)	—	—	—	—	(7,935)	(7,935)
Other comprehensive income for the period (could be reclassified subsequently to profit or loss):	期內其他全面收益 (其後可能重新分類 至損益) :						
Exchange differences on translation of foreign operations (unaudited)	換算海外業務之匯兌 差額 (未經審核)	—	—	515	—	—	515
Total comprehensive income/ (expense) for the period (unaudited)	期內全面收入/ (開支) 總額 (未經審核)	—	—	515	—	(7,935)	(7,420)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權 安排 (未經審核)	—	—	—	56	—	56
Transfer of share option reserve on the forfeited share options (unaudited)	購股權被沒收時轉撥 購股權儲備 (未經審核)	—	—	—	(1)	1	—
At 30 June 2013 (unaudited)	於二零一三年六月三十日 (未經審核)	372,468	3,349	14,834	7,848	(432,023)	(33,524)

## 5. 儲備



Notes:

(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 years' losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(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) 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 are reclassified to profit or loss on the disposal of the foreign operations.

**INTERIM DIVIDEND**

The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2014 (three months ended 30 June 2013: nil).

附註：

(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已轉撥至有限定用途之法定儲備基金。當該等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。法定儲備基金僅在獲得相關部門批准後方可動用，以抵銷以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) 外幣匯兌儲備

外幣匯兌儲備指有關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)時產生之匯兌差額，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於出售海外業務時重新分類至損益。

**中期股息**

董事會不建議就截至二零一四年六月三十日止三個月派發任何中期股息(截至二零一三年六月三十日止三個月：無)。



## MANAGEMENT DISCUSSION AND ANALYSIS

### Financial Review

#### Result

During the period under review, the business environment still dormant the Group's performance. Revenue of the Group for the three months ended 30 June 2014 amounted to about HK\$2.4 million, representing a decrease of about 74.7% as compared to that of about HK\$9.5 million for the three months ended 30 June 2013 which is mainly the result of decrease in revenue from other business partners in the wireless value-added services sector.

As a result of the decrease in revenue, the Group's cost of sales for the period under review decreased to about HK\$1.0 million from about HK\$4.5 million for the three months ended 30 June 2013 and the Group's gross profit decreased to about HK\$1.5 million for the three months ended 30 June 2014 compared to that of about HK\$5.0 million for the corresponding period last year.

Other income and gains in the period under review mainly represented investment income. Overall other income and gains decreased from about HK\$0.2 million for the three months ended 30 June 2013 to about HK\$0.1 million in current period. Other income and gains for the three months ended 30 June 2013 include gain from revaluation of fair value of an investment property and there is no such gain in current period.

Selling expenses amounted to about HK\$0.9 million for the three months ended 30 June 2014, which was decreased by about 72.7% compared to that of about HK\$3.3 million for the three months ended 30 June 2013. The decrease was mainly due to tight cost control and decrease in promotional marketing activities.

## 管理層討論及分析

### 財務回顧

#### 業績

於回顧期內，營商環境仍然主導本集團之表現。截至二零一四年六月三十日止三個月，本集團之收益約為2,400,000港元，較截至二零一三年六月三十日止三個月約9,500,000港元下跌約74.7%，主要是由於從其他無線增值服務行業合作夥伴所得之收益減少所致。

由於收益下跌，本集團之銷售成本由截至二零一三年六月三十日止三個月的約4,500,000港元減少至於回顧期內的約1,000,000港元，而本集團之毛利比對去年同期的約5,000,000港元，下跌至截至二零一四年六月三十日止三個月的約1,500,000港元。

於回顧期內，其他收入及收益主要指投資收入。整體其他收入及收益由截至二零一三年六月三十日止三個月約200,000港元減少至本期間的約100,000港元。截至二零一三年六月三十日止三個月之其他收入及收益包括重估投資物業公允價值之收益，而本期間並無該項收益。

截至二零一四年六月三十日止三個月之銷售開支約為900,000港元，較截至二零一三年六月三十日止三個月約3,300,000港元減少約72.7%。減少主要是由於嚴控成本及減少推銷活動所致。

Administrative expenses has increased from about HK\$8.9 million for the three months ended 30 June 2013 to about HK\$10.5 million for the three months ended 30 June 2014, representing an increase of about 18.0%. The increase was mainly due to increase in staff cost (including key personnel) and office expenses.

Other expenses for the three months ended 30 June 2014 was in line with that for the three months ended 30 June 2013.

Due to a combination of the effect stated above, the Group's loss attributable to equity holders of the Group amounted to about HK\$10.7 million in the period under review, represented an increase in loss of about HK\$2.8 million as compared to that of about HK\$7.9 million in the first quarter of last year.

#### *Financial position*

As at 30 June 2014, the total equity of the Group was approximately HK\$0.2 million (31 March 2014: HK\$10.8 million). The decrease was mainly due to the loss incurred during the period under review.

#### *Liquidity and Financial Resources*

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

行政開支由截至二零一三年六月三十日止三個月約8,900,000港元增加至截至二零一四年六月三十日止三個月之約10,500,000港元，增幅約為18.0%。增加主要是由於員工成本(包括主要人員)及辦公室開支增加所致。

截至二零一四年六月三十日止三個月的其他開支與截至二零一三年六月三十日止三個月者相約。

綜合上述影響，於回顧期內，本集團權益持有人應佔本集團虧損約為10,700,000港元，與去年第一季度之約7,900,000港元相比增加虧損約2,800,000港元。

#### *財政狀況*

於二零一四年六月三十日，本集團之權益總額約為200,000港元(二零一四年三月三十一日：10,800,000港元)。減少主要是由於回顧期內引致之虧損所致。

#### *流動資金及財政資源*

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，而現金一般以存款形式持有，主要以人民幣及港元為計算單位。現金一般存放於銀行及主要以人民幣及港元為計算單位。

During the period under review, the Group mainly financed its operations by revenue generated from its operations and the bank deposits held by the Group. As at 30 June 2014, total cash and bank balances (including pledged bank deposits) of the Group amounted to approximately HK\$4.4 million, representing an decrease of approximately HK\$8.4 million from approximately HK\$12.8 million as at 31 March 2014.

As at 30 June 2014, the Group did not have bank borrowing and the gearing ratio (calculated by total bank borrowings over total equity) was 0% (31 March 2014: 0%). There was no seasonality as to the Group's borrowing requirements and no 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 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 2014, no related hedges were made by the Group (31 March 2014: nil).

### Contingent Liabilities

As at 30 June 2014, the Group had no material contingent liabilities (31 March 2014: 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.

於回顧期內，本集團主要以其經營活動所產生之收益及其所持銀行存款為其營運提供資金。於二零一四年六月三十日，本集團之現金及銀行結餘總額（包括已抵押銀行存款）約為4,400,000港元，較於二零一四年三月三十一日之約12,800,000港元減少約8,400,000港元。

於二零一四年六月三十日，本集團並無任何銀行借貸，及資產負債比率（按銀行借貸總額除以權益總額計算）為0%（二零一四年三月三十一日：0%）。本集團之借貸要求並無季節性因素，亦無承諾借貸融資。

### 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。於二零一四年六月三十日，本集團並無進行相關對沖（二零一四年三月三十一日：無）。

### 或然負債

於二零一四年六月三十日，本集團並無重大或然負債（二零一四年三月三十一日：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

During the first quarter of 2014, tight policies were continued for domestic telecommunication industry. The PRC government has strengthened the purification of internet content and requested operators to actively and significantly reduce their marketing expenses. Consequently, operators generally cut down their expenses for co-marketing and reduced support costs. During the quarter, revenue from the wireless music search project operated with China Mobile Limited on a long-term basis and from the music end-user based project was lower than that of the previous financial period on a quarter-to-quarter basis as it was also impacted by the negative policies such as cutting marketing expenses by operators.

Market conditions for support projects with operators are increasingly challenging, and the Group is also actively seeking to strategically transform its business focus to open mobile internet market from the operator-cooperative support business market. We are actively developing applications which support internet and mainstream mobile phone platforms, including the Mi-Cu Ringtone (already launched), the lottery interaction zone, the lottery terminal, chess and card games for mobile phone. The Group will continuously strengthen its marketing and channel efforts, increase user base for new businesses and improve the quality of our products over the next quarter.

New business models and opportunities are emerging with the rapid development of the mobile internet. The Group will significantly cut back on the expenditure for projects with operators, invest capital to support new businesses and devote more resources to research and development team. The Group will continue its strategic transformation and seize any opportunity brought by the booming growth of the mobile internet to implement its new business deployment and strategies.

## 業務回顧及展望

於二零一四年第一季度，國內通訊行業市場政策仍然收緊，中國政府在加強網絡內容淨化監管的同時，要求運營商主動大幅度減少營銷費用。運營商因而全面減少合作營銷開支及減低支撐費用。本季度與中國移動有限公司長期合作的無線音樂搜索合作項目及音樂客戶端項目收益也受到運營商降低營銷費用等負面政策影響，比上一財政季度還低。

與運營商合作支撐項目市場環境日益惡劣，本集團也在積極尋求戰略轉型，將業務重心從運營商合作支撐業務市場轉移到開放的移動互聯網市場中。我們在積極開發支持互聯網及主流手機平台的應用程式，包括咪咕鈴聲客戶端（已經推出）、彩票互動社區、彩票客戶端、棋牌手機遊戲等。本集團將在新的季度持續加強營銷與渠道力量，提高新業務用戶規模與產品質量。

隨著移動互聯網的快速發展，不斷湧現新的業務模式和業務機會。本集團將大幅度減少與運營商合作項目的支出，將資金投入扶持新業務及投入更多資源於研發團隊人員。本集團將持續戰略轉型，抓緊移動互聯網蓬勃增長的機會，實現新業務佈局的策略。

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

As at 30 June 2014, 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

於二零一四年六月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

### 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 佔本公司 已發行股本 百分比
				Note (3) 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 2014.

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) 根據於二零一四年六月三十日已發行之756,355,000股本公司股份計算。

## Long positions in underlying shares of the Company

### Share Options

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

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

#### (a) 2002 Scheme

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

## 於本公司相關股份之好倉

### 購股權

本公司採納及管理一項目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。本公司股東（「股東」）於二零零零年三月七日批准之本公司原有購股權計劃（「二零零零年計劃」）已終止，並被股東於二零零二年四月九日批准之一項購股權計劃（「二零零二年計劃」）取代。二零零二年計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃（「新計劃」）取代。根據二零零零年計劃授出但於過往未獲行使、終止或屆滿之購股權已於二零一一年八月二十一日屆滿。

購股權計劃之概要載列如下：

#### (a) 二零零二年計劃

二零零二年計劃自二零零二年四月二十三日開始生效，為期十年。二零零二年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零零二年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以認購本公司之普通股。所授購股權之行使期限由董事釐定，並於若干歸屬期後開始，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。二零零二年計劃已於二零一一年八月五日終止及被新計劃所取代。根據二零零二年計劃授出之購股權於其各自行使期內仍可行使。



**(b) New Scheme**

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

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

**(b) 新計劃**

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

新計劃自二零一一年八月十日開始生效，為期十年。新計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據新計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列之創業板之本公司股份收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計二十一日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，於要約日期後開始，附有特定歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。

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

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

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

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

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

於任何十二個月期間可授予任何個人之購股權所涉之股份數目，在未獲股東事先批准前，不得超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股本之0.1%及總價值逾5,000,000港元，必須事先獲股東批准。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任何表現目標。

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 港元(每股)
	At 1 April 2014 於二零一四年 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 30 June 2014 於二零一四年 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
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 30 June 2014, the Company had outstanding options to subscribe for up to 28,510,000 shares under the 2002 Scheme and 30,750,000 shares under the New Scheme.

於二零一四年六月三十日，本公司根據二零零二年計劃有可認購最多28,510,000股股份之尚未行使購股權，以及根據新計劃有可認購最多30,750,000股股份之尚未行使購股權。

Save as disclosed above, as at 30 June 2014, 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.

## INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2014, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

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

除上文所披露者外，於二零一四年六月三十日，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。

### 主要股東之權益及淡倉

於二零一四年六月三十日，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條須備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

### 於本公司普通股或相關股份之好倉

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份數目	Percentage of the Company's issued share capital
				Note (9) 佔本公司 已發行股本 百分比 附註(9)
Greenford Company (PTC) Limited	(1)	Beneficially owned 實益擁有	122,597,702	16.21%
Century Technology Holding (PTC) Limited	(2)	Beneficially owned 實益擁有	114,851,701	15.18%
Bakersfield Global (PTC) Corporation	(3)	Beneficially owned 實益擁有	59,085,216	7.81%

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)
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	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.

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. 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.
- (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 30 June 2014.

Save as disclosed above, as at 30 June 2014, 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.

- (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) 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) 根據於二零一四年六月三十日已發行之**756,355,000**股本公司股份計算。

除上文披露者外，於二零一四年六月三十日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會彼等於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露的權益或淡倉，或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.

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

During the three months ended 30 June 2014, 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 2014.

## CORPORATE GOVERNANCE CODE

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

## 競爭權益

於回顧期內，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。

## 購買、贖回或出售本公司之上市證券

於截至二零一四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，其於截至二零一四年六月三十日止三個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

## 企業管治守則

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

## AUDIT COMMITTEE

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

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

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

## REMUNERATION COMMITTEE

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

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

## 審核委員會

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

於本報告日期，審核委員會由三名獨立非執行董事譚振寰先生（審核委員會主席）、謝月玲女士及黎美倫女士組成。

審核委員會已審閱本報告，並就此提供意見及評論。

## 薪酬委員會

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

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

## NOMINATION COMMITTEE

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

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

By Order of the Board

**Yip Heon Keung**

*Chairman*

Hong Kong, 7 August 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，二零一四年八月七日



## PROSTEN TECHNOLOGY HOLDINGS LIMITED

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