

ETS GROUP LIMITED

易通訊集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code : 8031

Third Quarterly Report

2013



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

This report, for which the directors (the “Directors”) of ETS Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“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.



FINANCIAL SUMMARY

The Group's total revenue for the nine months ended 30 September 2013 was approximately HK\$120,844,000, representing a decrease of approximately 3% as compared with the total revenue of approximately HK\$124,958,000 for the corresponding period in 2012.

Profit attributable to owners of the Company for the nine months ended 30 September 2013 was approximately HK\$16,511,000, representing an increase of approximately 74% as compared with the profit attributable to owners of the Company of approximately HK\$9,482,000 for the corresponding period in 2012.

Earnings per share for the nine months ended 30 September 2013 was approximately HK5.9 cents (nine months ended 30 September 2012: approximately HK3.4 cents).

UNAUDITED RESULTS

The board of Directors (the "Board") of the Company is pleased to present the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three months and nine months ended 30 September 2013 together with the comparative figures for the corresponding periods ended 30 September 2012, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the nine months ended 30 September 2013

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)	2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)
Revenue	3	43,612	40,094	120,844	124,958
Other income		202	3	393	50
Other gains – net		109	14	196	63
Employee benefits expenses		(22,779)	(29,729)	(68,823)	(91,632)
Depreciation and amortization		(2,481)	(1,956)	(6,235)	(4,931)
Other operating expenses		(10,810)	(4,755)	(26,218)	(16,535)
Operating profit		7,853	3,671	20,157	11,973
Finance costs		(239)	(64)	(557)	(268)
Share loss of an associate		–	–	(3)	–
Profit before tax		7,614	3,607	19,597	11,705
Income tax expense	4	(923)	(260)	(3,086)	(2,223)
Profit for the period		6,691	3,347	16,511	9,482
Total comprehensive income for the period		6,691	3,347	16,511	9,482
Profit attributable to owners of the Company		6,691	3,347	16,511	9,482
Total comprehensive income attributable to owners of the Company		6,691	3,347	16,511	9,482
Earnings per share attributable to owners of the Company – Basic and diluted (HK cents)	6	2.4	1.2	5.9	3.4



NOTES TO THE FINANCIAL INFORMATION

For the nine months ended 30 September 2013

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 29 June 2011 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The shares of the Company have been listed on the GEM of the Stock Exchange since 9 January 2012 (the “Listing Date”).

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The Group’s unaudited condensed consolidated third quarterly financial information has been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the GEM Listing Rules.

The accounting policies and basis adopted in preparing the unaudited condensed consolidated third quarterly financial information were consistent with those applied for the consolidated financial statements of the Group for the year ended 31 December 2012.

The HKICPA has issued certain new and revised HKFRSs. For those which are effective for accounting periods beginning on or after 1 January 2013, the adoption has no material impact on how the results and financial positions of the Group for the current and prior periods have been prepared and presented. For those which are not yet effective and have not been early adopted in prior accounting periods, the Group is in the process of assessing their impact on the Group’s results and financial position.

3. REVENUE

	Three months ended 30 September		Nine months ended 30 September	
	2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)	2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)
Outsourcing inbound contact service	3,343	2,152	7,693	7,313
Outsourcing outbound contact service	19,537	15,848	52,154	46,292
Staff insourcing service	12,624	14,484	34,062	44,949
Contact service centre facilities management service	7,784	7,610	22,371	21,860
Others*	324	–	4,564	4,544
	43,612	40,094	120,844	124,958

* Principally comprises licencing, sales of system and software and system maintenance.

4. INCOME TAX EXPENSE

Hong Kong profits tax has been provided at 16.5% (2012: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong for the nine months period ended 2013 and 2012.

	Three months ended 30 September		Nine months ended 30 September	
	2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)	2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)
Hong Kong Profits Tax – Current	923	260	3,086	2,223
Deferred income tax	–	–	–	–
	923	260	3,086	2,223

No provision for deferred taxation has been made in the financial statements since there is no material timing difference.

5. INTERIM DIVIDENDS

	Nine months ended 30 September	
	2013 HK\$'000 (unaudited)	2012 HK\$'000 (unaudited)
Interim dividend declared and paid – HK0.9 cent (2012: HK2.1 cents) per ordinary share	2,520	5,880
	2,520	5,880

At a Board meeting held on 10 May 2012, the Directors of the Company resolved to pay an interim dividend for the three months ended 31 March 2012 of HK2.1 cents per ordinary share in cash. The interim dividend was paid to the shareholders of the Company on 5 June 2012.

At a Board meeting held on 5 August 2013, the Directors of the Company resolved to pay a first interim dividend for the six months ended 30 June 2013 of HK0.9 cent per ordinary share in cash. The interim dividend was paid to the shareholders of the Company on 30 August 2013.

The Board does not recommend the payment of a second interim dividend for the nine months ended 30 September 2013 (2012: nil).

6. EARNINGS PER SHARE

The calculation of basic earnings per share for the nine months ended 30 September 2013 is based on (i) the unaudited consolidated profit attributable to the owners of the Company of approximately HK\$16,511,000 (nine months ended 30 September 2012: approximately HK\$9,482,000) and (ii) the weighted average number of approximately 280,000,000 ordinary shares issued during the nine months ended 30 September 2013 (2012: the weighted average number of 279,000,000 ordinary shares issued).

The diluted earnings per share is equal to the basic earnings per share as there were no dilutive potential ordinary shares in issue during the nine months ended 30 September 2013 and nine months ended 30 September 2012.

7. MOVEMENT OF RESERVES

	Attributable to owners of the Company			
	Share premium HK\$'000	Merger reserves HK\$'000	Retained profits HK\$'000	Total HK\$'000
Balance at 1 January 2012 (audited)	–	25,624	14,523	40,147
Total other comprehensive income for the period	–	–	–	–
Profit for the period	–	–	9,482	9,482
Total comprehensive income for the period	–	–	9,482	9,482
Capitalization issue credited as fully paid on the share premium account of the Company	(2,100)	–	–	(2,100)
Issuance of new shares by way of placing	41,300	–	–	41,300
Share issuance costs	(13,962)	–	–	(13,962)
Interim dividend paid	–	–	(5,880)	(5,880)
Balance at 30 September 2012 (unaudited)	25,238	25,624	18,125	68,987
Balance at 1 January 2013 (audited)	25,238	25,624	22,830	73,692
Total other comprehensive income for the period	–	–	–	–
Profit for the period	–	–	16,511	16,511
Total comprehensive income for the period	–	–	16,511	16,511
Final Dividend Paid	–	–	(3,080)	(3,080)
Interim Dividend Paid	–	–	(2,520)	(2,520)
Balance at 30 September 2013 (unaudited)	25,238	25,624	33,741	84,603

8. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED RESULTS

The unaudited condensed consolidated results of the Group for the nine months ended 30 September 2013 were approved by the Board on 4 November 2013.

DIVIDEND

The Board does not recommend the payment of a second interim dividend for the nine months ended 30 September 2013 (2012: nil).


MANAGEMENT DISCUSSION AND ANALYSIS

Financial and Business Review

The Group is principally engaged in the business of providing comprehensive multi-media contact services and contact centre system. The principle activities of the Group include outsourcing inbound contact service, outsourcing outbound contact service, staff insourcing service, and contact service centre facilities management service.

For the nine months ended 30 September 2013, the Group's unaudited total revenue was approximately HK\$120.8 million, representing a decrease of approximately HK\$4.2 million as compared with the total revenue of the corresponding period in 2012 (2012: approximately HK\$125.0 million). The decrease was mainly attributable to lower demand from our clients on the staff insourcing service. The outsourcing inbound contact service, outsourcing outbound contact service, staff insourcing service, contact service centre facilities management service and other services accounted for approximately 6%, 43%, 28%, 19% and 4% of the Group's unaudited total revenue for the nine months ended 30 September 2013 respectively.

The unaudited employee benefits expenses decreased from approximately HK\$91.6 million for the nine months ended 30 September 2012 to approximately HK\$68.8 million for the nine months ended 30 September 2013. The decrease was mainly attributable to a reduced headcount of insourced staff during the period. The unaudited other operating expenses increased by approximately HK\$9.7 million from approximately HK\$16.5 million for the nine months ended 30 September 2012 to approximately HK\$26.2 million for the nine months ended 30 September 2013. The increase of other operating expenses was mainly attributable to the increase of rental expenses of the new business centre and the insourcing fee for contact service staff from the associate company.



The Group's unaudited depreciation and amortization expenses amounted to approximately HK\$6.2 million for the nine months ended 30 September 2013 which represents an increase in approximately HK\$1.3 million as compared to that of the corresponding period in 2012 (2012: approximately HK\$4.9 million). The Group's unaudited finance costs for the nine months ended 30 September 2013 amounted to approximately HK\$0.6 million, representing an increase of approximately 108% as compared to that of the corresponding period in 2012 (2012: approximately HK\$0.3 million) due to an increase in bank borrowings.

The unaudited profit attributable to the owners of the Company increased by approximately 74% from approximately HK\$9.5 million for the nine months ended 30 September 2012 to approximately HK\$16.5 million for the nine months ended 30 September 2013. The increase was mainly attributable to (i) the improvement of the operation efficiency in current period; (ii) the listing expenses incurred in last period; and (iii) the decrease in employee benefits expenses.

PROSPECTS

To maintain our competitiveness and growth in the market, the Group will increase its attention on the PRC and overseas markets and continue to look for opportunities from different market segments and industry sectors in order to further expand our presence in the region. To channel more of our resources for business development in PRC market and explore suitable investment opportunities in the region will continue be the target of the Group in 2014. The Directors believed that the Group has well established experience and technology to face the expansion in and challenges from the market.

LIQUIDITY

The Group adheres to a prudent financial management policy and has a healthy financial position. During the nine months under review, the Group financed its operations with internally generated cash flows and banking facilities provided by the banks. As at 30 September 2013, the Group had cash and bank balances and pledged bank deposits of approximately HK\$38.0 million (2012: approximately HK\$38.8 million). The gearing ratio (net debts/total capital) of the Group was approximately 8.12% as at 30 September 2013. As the net debt as at 30 September 2012 is none, the calculation of the gearing ratio as at 30 September 2012 is not applicable.

CORPORATE GOVERNANCE

The Company has complied with the code provisions as set out in Appendix 15 to the GEM Listing Rules throughout the nine months ended 30 September 2013.

CODE OF CONDUCT FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by the 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. Having made specified enquiry of the Directors, all Directors confirmed that they have complied with the required standard of dealings concerning securities transactions for the nine months ended 30 September 2013.

SHARE OPTION SCHEME

During the nine months ended 30 September 2013, no share option was granted, exercised, expired or lapsed under the share option scheme approved on 21 December 2011 (the "Share Option Scheme").

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from the Share Option Scheme, at no time during the nine months ended 30 September 2013 was any of the Company or any associated corporation a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or their spouses or children under the age 18, had any right to subscribe for the Shares in, or debentures of, the Company, or had exercised any such rights.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at 30 September 2013, as far as the Directors are aware of, none of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group or has any other conflict of interest with the Group for the nine months ended 30 September 2013.

COMPLIANCE ADVISER'S INTEREST

As notified by Mizuho Securities Asia Limited, the compliance adviser of the Company (the "Compliance Adviser"), none of the Compliance Adviser, or its directors, employees or associates (as defined under the GEM Listing Rules) had any interest in the share capital of the Company or any right to subscribe for or to nominate any person to subscribe shares in the Company or any member of the Group as at 30 September 2013 pursuant to Rule 6A.32 of the GEM Listing Rules. Pursuant to an agreement entered into between the Company and the Compliance Adviser in 2011, the Compliance Adviser has only received a fee for acting as the Company's compliance adviser until its termination.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND/OR ITS ASSOCIATED CORPORATIONS

As at 30 September 2013, the interests and short positions of the Directors and chief executives of the Company (the "Chief Executives") in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or Chief Executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to section 352 of the SFO, to be entered in the register required to be kept by the Company, or which were required, pursuant to Securities Transactions by Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the shares of the Company

Name of Directors/ Chief Executives	Capacity	Nature of interests	Number of shares/ underlying shares held	Percentage of the issued share capital of the Company as at 30 September 2013
Mr. Ling Chiu Yum (Note)	Interest in a controlled corporation	Corporate interest	210,000,000	75%
Mr. Wong Wai Hon Telly (Note)	Interest in a controlled corporation	Corporate interest	210,000,000	75%
Ms. Chang Men Yee Carol (Note)	Interest in a controlled corporation	Corporate interest	210,000,000	75%

Note:--

Excel Deal Holdings Limited, a company incorporated in the British Virgin Islands, held 210,000,000 shares, was beneficially owned as to 47% by Mr. Wong Wai Hon Telly, 46% by Mr. Ling Chiu Yum and 5% by Ms. Chang Men Yee Carol respectively. Mr. Wong Wai Hon Telly, Mr. Ling Chiu Yum and Ms. Chang Men Yee Carol were therefore deemed to be interested in the shares held by Excel Deal Holdings Limited by virtue of Part XV of the SFO.

Save as disclosed above, as at 30 September 2013, none of the Directors and/or Chief Executive had any other interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock 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 required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the Securities Transactions by Directors, to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITION IN SHARES AND/OR UNDERLYING SHARES OF THE COMPANY


So far as is known to the Directors, as at 30 September 2013, the following persons (not being a Director or Chief Executive) who had interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under provision 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, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Long positions in the shares of the Company

Name of substantial shareholders	Capacity	Number of Shares/underlying Shares held	Approximate percentage of the issued share capital of the Company as at 30 September 2013
Excel Deal Holdings Limited <i>(Note 1)</i>	Beneficial owner	210,000,000	75%
Million Top Enterprises Ltd. <i>(Note 2)</i>	Beneficial owner	25,000,000	8.92%

Notes:-

- (1) Excel Deal Holdings Limited, a company incorporated in the British Virgin Islands, was beneficially owned as to 47% by Mr. Wong Wai Hon Telly, 46% by Mr. Ling Chiu Yum and 5% by Ms. Chang Men Yee Carol respectively.
- (2) Million Top Enterprises Ltd. was wholly beneficially owned by Mr. Tang Shing Bor.



Save as disclosed above, as at 30 September 2013, the Directors were not aware of any other persons (other than Directors or Chief Executive) who had interests and/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 pursuant to section 336 of the SFO, or who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company.

AUDIT COMMITTEE

The Audit Committee has reviewed the unaudited third quarterly results of the Group for the nine months ended 30 September 2013 and is of the opinion that the accounting policies of the Group are in accordance with the generally accepted accounting practices in Hong Kong, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.



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

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the nine months ended 30 September 2013.

By order of the Board
ETS Group Limited
Wong Wai Hon Telly
Chairman and Executive Director

Hong Kong, 4 November 2013

As at the date of this report, the executive directors of the Company are Mr. Ling Chiu Yum (Honorary Chairman), Mr. Wong Wai Hon Telly (Chairman), Ms. Chang Men Yee Carol (Chief Executive Officer), Mr. Suen Fuk Hoi (Company Secretary) and Mr. Phung Nhuong Giang; and the independent non-executive directors of the Company are Mr. Wong Sik Kei, Mr. Ngan Chi Keung and Mr. Yung Kai Tai.

This report will remain on the "Latest Company Reports" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company's website at www.etsgroup.com.hk.