



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

LOOK
BEYOND
TODAY

2015
Third Quarterly Report
第三季度業績報告

* 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”)

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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 2015 amounted to about HK\$7.00 million, representing a 14.8% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the nine months ended 31 December 2015 was about HK\$4.14 million, decreased by about HK\$1.86 million compared with the same period of last year.
- Loss attributable to equity holders of the Company for the nine months ended 31 December 2015 amounted to about HK\$18.27 million, which represented a decrease in loss of about HK\$3.81 million compared with the same period of 2014.
- The Board does not recommend the payment of any interim dividend for the nine months ended 31 December 2015.
- 本集團截至二零一五年十二月三十一日止九個月之收益約為7,000,000港元，較上一個財政年度同期下跌14.8%。
- 本集團截至二零一五年十二月三十一日止九個月之毛利約為4,140,000港元，較去年同期減少約1,860,000港元。
- 截至二零一五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18,270,000港元，與二零一四年同期比較，虧損減少約3,810,000港元。
- 董事會不建議就截至二零一五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 announces the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the nine months and three months ended 31 December 2015 together with the unaudited comparative figures for the corresponding periods in 2014 as follows:

未經審核綜合業績

本公司董事會（「董事會」）宣佈，本公司及其附屬公司（「本集團」）截至二零一五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，連同二零一四年同期之未經審核比較數字如下：

		Notes 附註	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	
			2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	2015 二零一五年 HK\$'000 千港元 (Unaudited) (未經審核)	2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	2	7,004	8,218	2,769	2,749
Cost of sales	銷售成本		(2,868)	(2,219)	(2,130)	(513)
Gross profit	毛利		4,136	5,999	639	2,236
Other income and gains	其他收入及收益		1,325	1,577	913	1,207
Selling expenses	銷售開支		(3,784)	(2,217)	(2,238)	(751)
Administrative expenses	行政開支		(19,678)	(25,384)	(8,919)	(7,679)
Other expenses	其他開支		(257)	(2,028)	(28)	(177)
Finance costs	財務費用		(10)	(24)	—	(14)
Loss before tax	除稅前虧損		(18,268)	(22,077)	(9,633)	(5,178)
Income tax expense	所得稅開支	3	—	—	—	—
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		(18,268)	(22,077)	(9,633)	(5,178)
Other comprehensive expense	其他全面開支					
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可予重新分類至 損益之項目：</i>					
Exchange differences on translation of foreign operations	換算海外業務 產生的匯兌 差額		(100)	—	(432)	—
Total comprehensive expense for the period	期內全面開支 總額		(18,368)	(22,077)	(10,065)	(5,178)
Loss per share attributable to equity holders of the Company	本公司權益 持有人應佔 每股虧損	4				
Basic	基本		HK(2.14) cents 港仙	HK(2.90) cents 港仙	HK(1.03) cents 港仙	HK(0.67) 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

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 2015, 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 change in significant 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 policies 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報告準則（「香港財務報告準則」）（包括所有個別香港財務報告準則、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二零一五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報告準則。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，毋須對重大會計政策作出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報告準則（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報告準則時之影響，惟仍未能確定該等新訂或經修訂香港財務報告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 goods sold and 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 nine months and three months ended 31 December 2015 (nine months and three months ended 31 December 2014: 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.

4. LOSS PER SHARE ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

The calculations of the basic loss per share for the nine months and three months ended 31 December 2015 are based on the unaudited loss for the periods attributable to equity holders of the Company of approximately HK\$18,268,000 (nine months ended 31 December 2014: HK\$22,077,000) and approximately HK\$9,633,000 (three months ended 31 December 2014: HK\$5,178,000) respectively, and the weighted average numbers of ordinary shares in issue of 854,786,250 and 935,512,500, respectively, for the nine months and three months ended 31 December 2015 (nine months and three months ended 31 December 2014: 760,319,363 and 768,205,000 respectively).

No diluted loss per share for the periods are calculated as there were no dilutive potential ordinary shares in existence at 31 December 2015 and 2014.

2. 收益

收益即本集團之營業額，指期內產品銷售及所提供服務之發票淨值。

3. 所得稅開支

由於本集團於截至二零一五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（截至二零一四年十二月三十一日止九個月及三個月：無），故並無作出香港利得稅之撥備。其他地區之應課稅溢利之稅金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。

4. 本公司權益持有人應佔每股虧損

截至二零一五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權益持有人應佔期內未經審核虧損分別約為18,268,000港元（截至二零一四年十二月三十一日止九個月：22,077,000港元）及約為9,633,000港元（截至二零一四年十二月三十一日止三個月：5,178,000港元），以及截至二零一五年十二月三十一日止九個月及三個月期間內已發行普通股加權平均數分別為854,786,250股及935,512,500股（截至二零一四年十二月三十一日止九個月及三個月：760,319,363股及768,205,000股）計算。

由於於二零一五年及二零一四年十二月三十一日並無潛在攤薄效應的普通股，因此，並無計算各期間之每股攤薄虧損。

5. RESERVES

5. 儲備

		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 千港元	HK\$'000 千港元 (Note a) (附註a)	HK\$'000 千港元 (Note b) (附註b)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 April 2015 (audited)	於二零一五年四月一日 (經審核)	378,628	3,349	14,787	611	(487,852)	(90,477)
Loss for the period (unaudited)	期內虧損 (未經審核)	—	—	—	—	(18,268)	(18,268)
Other comprehensive expense for the period (unaudited)	期內全面開支 (未經審核)	—	—	—	—	—	—
Exchange difference on translation of foreign operation (unaudited)	換算海外業務產生 的匯兌差額 (未經審核)	—	—	(100)	—	—	(100)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	(100)	—	(18,268)	(18,368)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	79	—	79
Exercise of share options (unaudited)	行使購股權 (未經審核)	704	—	—	(401)	—	303
Placement of new shares (unaudited)	配售新股份 (未經審核)	44,969	—	—	—	—	44,969
Expense on issue of new shares (unaudited)	發行新股份之費用 (未經審核)	(1,359)	—	—	—	—	(1,359)
At 31 December 2015 (unaudited)	於二零一五年十二月 三十一日 (未經審核)	422,942	3,349	14,687	289	(506,120)	(64,853)
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)	—	—	—	—	(22,077)	(22,077)
Total comprehensive expense for the period (unaudited)	期內全面開支 總額 (未經審核)	—	—	—	—	(22,077)	(22,077)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	228	—	228
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)	—	—	—	(7,336)	7,336	—
Exercise of share options (unaudited)	行使購股權 (未經審核)	3,841	—	—	(2,362)	—	1,479
At 31 December 2014 (unaudited)	於二零一四年十二月 三十一日 (未經審核)	376,309	3,349	14,804	571	(480,222)	(85,189)



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) 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.

附註：

(a) 法定儲備基金

根據中華人民共和國（「中國」）的企業相關法例及法規，於中國註冊之實體之部分溢利須轉撥至有限定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，使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 2015 (2014: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Result

Revenue

During the nine months and three months ended 31 December 2015, the Group has recorded revenue of approximately HK\$7.00 million and HK\$2.77 million, respectively, representing a drop of approximately 14.8% and increase of approximately 0.7% as compared to the revenue of for the nine months and three months ended 31 December 2014, respectively.

During the periods under review, revenue generated from the Group's wireless music search ("WMS") services in the PRC was one of the main streams of income of the Group. Following the trend from the previous periods, the difficult business environment continues to challenge the Group and the WMS service contracts have expired. This resulted in a decrease in the revenue from music search services. The decrease was partly compensated by the revenue from new business.

Since October 2015, the Group has generated revenue of approximately HK\$1.94 million (2014: Nil) from its new jewellery retailing business ("JRB"), which attributed to the increase in revenue in the three months ended 31 December 2015.

Cost of sales

The Group's cost of sales for the periods under review was approximately HK\$2.87 million and HK\$2.13 million for the nine months and three months ended 31 December 2015, respectively, representing an increase of approximately 29.3% and 317.6% compared to those of approximately HK\$2.22 million and HK\$0.51 million for the nine months and three months ended 31 December 2014, respectively.

中期股息

董事會不建議就截至二零一五年十二月三十一日止九個月派發任何中期股息（二零一四年：無）。

管理層討論及分析

財務回顧

業績

收益

截至二零一五年十二月三十一日止九個月及三個月，本集團分別錄得收益約7,000,000港元及2,770,000港元，較截至二零一四年十二月三十一日止九個月及三個月之收益分別下跌約14.8%及上升約為0.7%。

於回顧期內，集團中國無線音樂搜索（「無線音樂搜索」）服務乃本集團其中之一的主要收入來源。繼先前期間之趨勢，本集團繼續面臨艱難之營商環境之挑戰而無線音樂搜索之服務合同亦已到期。這導致從音樂搜索服務業務之收益減少。減少的收入由新業務之收入作部份彌補。

自二零一五年十月集團於珠寶零售之新業務（「珠寶零售」）產生約1,940,000港元（二零一四年：無）之收入。這導致截至二零一五年十二月三十一日三個月之收入增加。

銷售成本

於回顧期內，本集團截至二零一五年十二月三十一日止九個月及三個月之銷售成本分別約為2,870,000港元及2,130,000港元，較截至二零一四年十二月三十一日止九個月及三個月之約2,220,000港元及510,000港元分別增加約29.3%及317.6%。



The cost of sales during the period under review in respect of JRB was approximately HK\$1.83 million for the nine months and three months ended 31 December 2015 (2014: Nil).

Other income and gains

Other income and gains mainly represented investment income, interest income and gain from revaluation of investment property. The overall level of other income and gains for the nine months and three months ended 31 December 2015 was decreased compared to the nine months and three months ended 31 December 2014 since there was gain on disposal of fixed assets in 2014. The decrease was partly offset by the gain from revaluation of investment property.

Expenses

The Group's expenses mainly comprised selling expenses, administrative expenses and other expenses. The Group's selling expenses increased from approximately HK\$2.22 million and HK\$0.75 million for the nine months and three months ended 31 December 2014 respectively to approximately HK\$3.78 million and HK\$2.24 million for the nine months and three months ended 31 December 2015. Administrative expenses decreased from approximately HK\$25.38 million for the nine months ended 31 December 2014 to approximately HK\$19.68 million for the nine months ended 31 December 2015. However, the administrative expenses for the three months ended 31 December 2015 was increase from approximately HK\$7.68 million for the three months ended 31 December 2014 to approximately HK\$8.92 million for the three months ended 31 December 2015. At the same time, other expenses, which mainly represented expenses for product and staff development and other non-operating expenses, decreased from approximately HK\$2.03 million and HK\$0.18 million for the nine months and three months ended 31 December 2014, to approximately HK\$0.26 million and HK\$0.03 million for the nine months and three months ended 31 December 2015, respectively.

截至二零一五年十二月三十一日止九個月及三個月，珠寶零售之銷售成本於本季檢閱期間約為1,830,000港元（二零一四年：無）。

其他收入及收益

其他收入及收益主要指投資收入，利息收入及投資物業之重估收益。截至二零一五年十二月三十一日止九個月及三個月其他收入及收益之整體水平較與截至二零一四年十二月三十一日止九個月及三個月減少。由於2014年有出售固定資產所得收益，減少被投資物業之重估收益作部份抵銷。

開支

本集團之開支主要包括銷售開支、行政開支及其他開支。本集團之銷售開支分別由截至二零一四年十二月三十一日止九個月及三個月之約2,220,000港元及750,000港元增加至截至二零一五年十二月三十一日止九個月及三個月之約3,780,000港元及2,240,000港元。行政開支由截至二零一四年十二月三十一日止九個月之約25,380,000港元減少至截止二零一五年十二月三十一日止九個月約19,680,000港元。然而行政開支於截至二零一五年十二月三十一日止三個月由截至二零一四年十二月三十一日止三個月之約7,680,000港元增加至截至二零一五年十二月三十一日止三個月之約8,920,000港元。同時，其他開支主要為產品及員工發展開支以及其他非經營性開支分別由截至二零一四年十二月三十一日止九個月及三個月之約2,030,000港元及180,000港元減少至截至二零一五年十二月三十一日止九個月及三個月之約260,000港元及30,000港元。

Loss for the period

As a combination effect of the above, the loss attributable to equity holders of the Company for the first three quarters of 2015 amounted to approximately HK\$18.27 million, as compared to that of approximately HK\$22.08 million for the same period last year.

Financial Position

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 with banks.

During the nine months ended 31 December 2015, the Group has financed its operations mainly by revenue generated from its operations and proceeds from placing. The cash and bank balances (including pledged bank deposits) as at 31 December 2015 was amounted to approximately HK\$19.04 million, representing an increase of about HK\$17.26 million from approximately HK\$1.78 million as at 31 March 2015.

As at both 31 March 2015 and 31 December 2015, the Group did not have any bank loans. There was no seasonality as to the Group's borrowing requirements and no other committed borrowing facilities.

Total equity

As at 31 December 2015, the Group has net assets amounted to approximately HK\$28.70 million (31 March 2015: total deficit in assets of approximately HK\$10.87 million) and net current assets amount to approximately HK\$4.86 million (31 March 2015: net current liabilities of approximately HK\$18.06 million).

期內虧損

綜合上述影響，於二零一五年度首三個季度，本公司權益持有人應佔虧損約為18,270,000港元，而去年同期則約為22,080,000港元。

財政狀況

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，而現金一般作為存款存放於銀行。

截至二零一五年十二月三十一日止九個月，本集團主要以其經營活動所產生之收益及配售所得款作其營運資金。於二零一五年十二月三十一日之現金及銀行結餘（包括已抵押銀行存款）約為19,040,000港元，較於二零一五年三月三十一日之約1,780,000港元增加約17,260,000港元。

於二零一五年三月三十一日及二零一五年十二月三十一日，本集團並無任何銀行貸款。本集團之借貸要求並無季節性因素，亦無其他承諾借貸融資。

權益總額

於二零一五年十二月三十一日，本集團之淨資產約為28,700,000港元（二零一五年三月三十一日：資產虧絀總額約為10,870,000港元）及流動資產淨值約為4,860,000港元（二零一五年三月三十一日：流動負債淨值約為18,060,000港元）。



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 31 December 2015, no related hedges were made by the Group (31 March 2015: Nil).

Contingent liabilities

As at 31 December 2015, the Group had no material contingent liabilities (31 March 2015: Nil).

Significant investments, acquisitions or disposals

Excepted as disclosed in available-for-sale investments and business review and outlook, there were no further significant investments or material acquisitions or disposals by the Company during the periods ended 31 December 2015 (periods ended 31 December 2014: Nil).

Charges on assets

During the nine months ended 31 December 2015, the loan from an independent third party pledged by a property of the Group at the carrying value of approximately HK\$4.37 million was fully repaid and the pledge of the property was released during the period ended 31 December 2015. (31 March 2015: property with carrying value of approximately HK\$4.37 million was pledged).

Capital structure

The shares of the Company were listed on GEM on 28 March 2000. During the period under review, share options to subscribe for a total of 3,137,500 shares of the Company were exercised to subscribe for such shares of the Company.

外匯風險及庫務政策

本集團大部分買賣交易、貨幣資產及負債均以人民幣及港元為計算單位，因此外幣匯兌風險對本集團影響甚微，對正常業務亦無重大不利影響。於二零一五年十二月三十一日，本集團並無進行相關對沖（二零一五年三月三十一日：無）。

或然負債

於二零一五年十二月三十一日，本集團並無重大或然負債（二零一五年三月三十一日：無）。

重大投資、收購或出售

除於可供出售投資及業務回顧及展望所披露外本公司於截至二零一五年十二月三十一日止期間內並無進一步之重大投資或重大收購或出售（截至二零一四年十二月三十一日止期間：無）。

資產抵押

截至二零一五年十二月三十一日止九個月期間，來自獨立第三方由本集團物業作抵押，賬面值約4,370,000之貸款已全數償還及於截止二零一五年十二月三十一日期間物業抵押已解除。（二零一五年三月三十一日：物業賬面值約4,370,000港元已作抵押）。

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。於回顧期內，可認購本公司合共3,137,500股股份的購股權已獲行使，以認購本公司該等股份。

During the period under review, the Company had completed the placing of shares. Details of the placing of shares and the related use of proceeds from placing, were set out in announcements dated 31 July 2015, 21 August 2015 and 29 September 2015, respectively. As at the date of this report, the net proceeds used had been applied in accordance with the intended uses as described in the announcement dated 29 September 2015.

Available-for-sale investments

During the period, the Company had acquired 6% shareholdings in Hong Kong Net TV Limited from a vendor, and completed the acquisition on 21 December 2015. Details of such acquisition are set out in announcements of the Company dated 23 October and 21 December 2015, respectively.

Business Review and Outlook

Global economy had faced uncertainty and volatility environment during the third quarter of 2015, and the telecommunication operators have tight policy on the co-marketing and supporting services costs. During the quarter, the WMS service contracts were expired.

Despite of such unforeseeable changes, the Group continues to search for investment opportunities to diversify business and enhance the long-term growth of the Group.

Looking ahead, the Group will be still facing great challenges. While carrying out initiatives already under way in its current strategic plans, the Group will also critically review the future opportunities in its traditional businesses with a target to reallocate the Group's resources for a more fruitful manner.

於檢閱期間，本公司已完成股份配售。股份配售之詳情有關配售所得款之用途分別載於二零一五年七月三十一日、二零一五年八月二十一日及二零一五年九月二十九日之公告內。於本報告日期，所得款項淨額已根據日期為二零一五年九月二十九日之公告所述之擬定用途應用。

可供出售投資

於本期間本公司收購香港衛視網絡電視台有限公司之6%股權，及於二零一五年十二月二十一日完成收購。有關收購之詳情分別載本公司於二零一五年十月二十三日及十二月二十一日之公告。

業務回顧及展望

於二零一五年第三季度環球經濟面對不明朗及波動環境，電信營運商仍然採取嚴格措施合作營銷以支撐服務的成本。本季度本集團之無線音樂搜索合同已經到期。

儘管面對此不可預見之變化，本集團兼顧尋求投資機遇以使業務多元化及促進集團之長期增長。

展望未來，本集團仍面臨巨大挑戰。在繼續推進本集團當前戰略計劃下的措施的同時，本集團亦將審慎檢討其傳統業務中的未來機遇，以更有效的方式重新分配本集團的資源。



In addition, the Group would adopt prudent policy and would like to expand cautiously into new businesses, including jewellery, advertising and pharmaceutical businesses and also intends to expand further into financial services industry. Details of such new business development are set out in the voluntary announcements dated 23 December 2015 and 22 January 2016 respectively.

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

As at 31 December 2015, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Exchange, were as follows:

Long positions in the ordinary shares of the Company

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital
				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)	Personal Interest 個人權益	6,300,000	0.67%
Mr. Chen Weixi 陳煒熙先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	294,276,619	31.46%

此外，集團將採取保守措施並欲意謹慎地拓展新業務，包括珠寶、廣告及醫藥業務及擬拓展進一步至金融服務業。有關此新業務發展可見二零一五年十二月二十三日及二零一六年一月二十二日之自願公告。

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一五年十二月三十一日，董事及主要行政人員於本公司或其任何相關聯法團（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等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

於本公司普通股之好倉

Notes:

- (1) Mr. Yip Heon Keung is personally interested in 6,300,000 shares of the Company.
- (2) 294,276,619 shares of the Company are held by Dynamic Peak Limited ("Dynamic Peak") and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang, the chairman of the Company. By virtue of the SFO, Mr. Chen Weixi is deemed to be interested in 294,276,619 shares of the Company held by Dynamic Peak.
- (3) Based on 935,512,500 shares of the Company in issue as at 31 December 2015.

附註：

- (1) 葉向強先生個人擁有本公司6,300,000股股份之權益。
- (2) Dynamic Peak持有294,276,619股本公司股份及其全部已發行股本由陳煒熙先生持有80%及由本公司主席徐志剛先生持有餘下20%。根據證券及期貨條例，陳煒熙先生被視為於Dynamic Peak持有之294,276,619股本公司股份中擁有權益。
- (3) 根據於二零一五年十二月三十一日已發行之935,512,500股本公司股份計算。

Long positions in underlying shares of the Company

Share Option Schemes

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

購股權計劃

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)

(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

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.

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.

報價表上所列於創業板之本公司股份收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計二十一日期內。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，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司股本之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。



Options to subscribe for shares of the Company under the 2002 Scheme

根據二零零二年計劃認購本公司股份之購股權

Details of the outstanding share options during the nine months period are as follows:

在九個月期間內尚未行使購股權之詳情如下：

Name or category of participant 參與者 名稱或類別	Number of shares issuable under the options*** 可供發行認購股權之數目***					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 2015 於二零一五年 四月一日	Transferred during the period 期內轉撥	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 31 December 2015 於二零一五年 十二月三十一日			
Other employees of the Group 本集團其他僱員								
In aggregate 合計	200,000	—	(200,000)	—	—	3 April 2008 二零零八年 四月三日	3 April 2008 to 2 April 2018 二零零八年 四月三日至 二零一八年 四月二日	0.410
In aggregate 合計	200,000	—	(200,000)	—	—	3 June 2008 二零零八年 六月三日	3 June 2008 to 2 June 2018 二零零八年 六月三日至 二零一八年 六月二日	0.417
	400,000	—	(400,000)	—	—			

Options to subscribe for shares of the Company under the New Scheme

根據新計劃認購本公司股份之購股權

Details of the outstanding share options during the nine months period are as follows:

在九個月期間內尚未行使購股權之詳情如下：

Name or category of participant 參與者 名稱或類別	Number of shares issuable under the options*** 可供發行認購股權之數目***				At 31 December 2015 於二零一五年 十二月三十一日	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 2015 於二零一五年 四月一日	Transferred during the period 期內轉撥	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Directors 董事								
Mr. Yip Heon Keung 葉向強先生	1,400,000	—	(700,000)	—	700,000	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 二零一三年 十二月四日	0.165
*Mr. Yip Heon Ping *葉向平先生	1,400,000	(700,000)	(700,000)	—	—	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 二零一三年 十二月四日	0.165
	2,800,000	(700,000)	(1,400,000)	—	700,000			
Other employees of the Group 本集團其他僱員								
In aggregate 合計	50,000	—	(37,500)	—	12,500	27 March 2013 二零一三年 三月二十七日	27 March 2013 to 26 March 2023 二零一三年 三月二十七日至 二零一三年 三月二十六日	0.162
In aggregate 合計	2,600,000	700,000	(1,300,000)	—	2,000,000	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 二零一三年 十二月四日	0.165
	5,450,000	—	(2,737,500)	—	2,712,500			



- * The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes. Outstanding share options with exercise price of HK\$0.165 per shares in relation to 2,700,000 shares became vested on 5 December 2015 and the remaining outstanding share options with exercise price of HK\$0.162 in relation to 12,500 shares has lapsed in January 2016.
- ** The exercise price of the share options is subject to some adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital.
- *** There were no share options cancelled during the period.
- # Mr. Yip Heon Ping has ceased to be a Director of the Company since 17 July 2015 but he is still entitled to his share options to subscribe for 700,000 shares of the Company in his capacity as an employee of the Group.
- * 購股權之接納時間為自購股權要約日期起計21日內。根據各購股權計劃之規定，所授出之購股權因應不同參與者類別而受若干不同之歸屬期所規限。有關2,700,000股股份，行使價為每股0.165港元之未行使購股權已於2015年12月5日變為可行使。餘下的有關12,500股股份，行使價為每股0.162港元之未行使購股權已於2016年1月失效。
- ** 購股權之行使價在供股或紅股發行，或本公司股本發生其他類似變動時可予調整。
- *** 期內並無購股權獲註銷。
- # 葉向平先生自二零一五年七月十七日起已不再為本公司董事，但彼仍可以本集團之僱員身份享有可認購本公司700,000股股份之購股權。

As at 31 December 2015, the Company had outstanding options to subscribe for up to 2,712,500 shares under the New Scheme.

Save as disclosed above, as at 31 December 2015, 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 31 December 2015, 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:

於二零一五年十二月三十一日，本公司根據新計劃有可認購最多2,712,500股股份之尚未行使購股權。

除上文所披露者外，於二零一五年十二月三十一日，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。

主要股東之權益及淡倉

於二零一五年十二月三十一日，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 佔本公司 已發行股本 百分比 Note (4) 附註(4)
Dynamic Peak Limited	(1)	Beneficially owned 實益擁有	294,276,619	31.46%
Right Advance Management Limited	(2)	Beneficially owned 實益擁有	111,000,000	11.87%
Ms. Wang Li Mei 王立梅女士	(2)	Interest of a controlled corporation 一間受控制公司之權益	111,000,000	11.87%
Mr. Wang Leilei 王雷雷先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	111,000,000	11.87%
Will City Limited 志城有限公司	(3)	Beneficially owned 實益擁有	100,000,000	10.69%
Ms. Zhang Yingnan 張穎楠女士	(3)	Interest of a controlled corporation 一間受控制公司之權益	100,000,000	10.69%
Mr. Pei Chuang 裴創先生		Beneficially owned 實益擁有	95,000,000	10.15%



Notes:

- (1) Dynamic Peak is a company incorporated in the British Virgin Islands and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang. Both of them are Directors.
- (2) 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.
- (3) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.
- (4) Based on 935,512,500 shares of the Company in issue as at 31 December 2015.

Save as disclosed above, as at 31 December 2015, 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.

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.

附註：

- (1) Dynamic Peak 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陳煒熙先生持有 80% 及由徐志剛先生持有餘下 20%。陳先生及徐先生均為董事。
- (2) 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。
- (3) 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。
- (4) 根據於二零一五年十二月三十一日已發行之 935,512,500 股本公司股份計算。

除上文披露者外，於二零一五年十二月三十一日，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 XIV 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。

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（定義見創業板上規例）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

On 21 August 2015, an aggregate of 136,270,000 placing shares were successfully placed under general mandate to not fewer than six placees, which are independent third parties of the Group, at the placing price of HK\$0.43 per placing share. The 136,270,000 placing shares represents approximately 17.05% of existing issued share capital of the Company on 31 July 2015, the date the placing agreement was entered into, and approximately 14.57% of the issued share capital of the Company as enlarged by the placing shares.

During the period, the Company has issued and allotted 3,137,500 new shares at par value of HK\$0.1 per share, as a result of the exercise of share options to the share option holders of the Company.

Save as disclosed above, 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 nine months ended 31 December 2015.

CORPORATE GOVERNANCE CODE

Save as the deviation disclosed below, 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.

購買、贖回或出售本公司之上市證券

於二零一五年八月二十一日，本公司根據一般授權以每股配售股份0.43港元之價格向不少於六名承配人（均為本集團之獨立第三方）成功配售合共136,270,000股配售股份。該136,270,000股配售股份佔本公司於二零一五年七月三十一日（配售協議訂立日期）之現有已發行股本約17.05%，並佔經配售事項擴大後之當時已發行股本約14.57%。

在本期間，本公司因購股權被行使，向本公司的購股權持有人發行及配發了3,137,500股每股面值為0.1港元的新股份。

除上文所披露者外，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，其於截至二零一五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。

企業管治守則

除以下披露之偏離外，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。



With respect to the deviation, the CG Code provision A.2.1 provides that the roles of the chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing. Following the resignation of Ms. Li Luyi as the CEO on 5 February 2015, the appointment of the CEO is still outstanding. Since then, Mr. Yip Heon Keung, the former chairman of the Board, assumed the post of the acting CEO until 11 August 2015. With effect from 12 August 2015, the chairman of the Board, Mr. Xu Zhigang assumed the post of the acting CEO during the transitional period until such vacancy is filled up by a suitable candidate. The Board considers that the current arrangement is adequate in view of the size and complexity of the Group’s operations. The Board will, nonetheless, review the business growth of the Group and locate suitable candidate to fill the vacancy of the CEO when considered essential and will continue setting out a clear division of responsibilities at the board level and the day-to-day management team to ensure a proper balance of power and authority within the Company.

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 risk management 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. Poon Yan Wai (Chairman of the Audit Committee), Mr. Xu Xiaoping and Mr. Lam Kwok Cheong and one non-executive Director, Mr. Chen Weixi.

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

就偏離事項而言，企業管治守則條文第A.2.1條規定主席與首席執行官（「首席執行官」）之角色應有區分，且不應由同一人兼任。主席與首席執行官分別承擔之職責須清楚界定並以書面列明。在李魯一女士於二零一五年二月五日辭任首席執行官之職務後，本公司仍未委任首席執行官。自此，董事會前任主席葉向強先生擔任署理首席執行官之職務直至二零一五年八月十一日。自二零一五年八月十二日起，董事會主席徐志剛先生於過渡期間擔任署理首席執行官之職務，直至該空缺由合適人選填補為止。鑒於本集團業務之規模及複雜性，董事會認為現時之安排屬充足。然而，董事會將檢討本集團之業務增長，於必要時物色合適人選填補首席執行官之空缺，並將繼續確立董事會層面及日常管理團隊之明確職責劃分，確保本公司內部權力與職權之適當平衡。

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報告制度及風險管理及內部控制程序、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潘仁偉先生（審核委員會主席）、徐小平先生及林國昌先生以及一名非執行董事陳煒熙先生組成。

審核委員會已審閱本報告，並就此提供意見及評論。

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 Mr. Xu Xiaoping (Chairman of the Remuneration Committee) and Mr. Lam Kwok Cheong, and one executive Director, Mr. Xu Zhigang.

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. Xu Zhigang (Chairman of the Nomination Committee) and two independent non-executive Directors, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong.

By Order of the Board

Xu Zhigang
Chairman

Hong Kong, 12 February 2016

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徐小平先生（薪酬委員會主席）及林國昌先生，以及一名執行董事徐志剛先生組成。

提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會（「提名委員會」），並制定其書面職權範圍。提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會由一名執行董事徐志剛先生（提名委員會主席）及兩名獨立非執行董事徐小平先生及林國昌先生組成。

承董事會命

主席
徐志剛

香港，二零一六年二月十二日



The logo for Prosten Technology Holdings Limited, featuring the word "PROSTEN" in white capital letters inside a dark blue rounded rectangle.

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