



千里眼控股有限公司 TeleEye Holdings Limited

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)
(股份代號：8051)
(Stock code: 8051)

二零零六年／二零零七年第三季度業績報告 2006/2007 THIRD QUARTERLY REPORT

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板為帶有高投資風險之公司提供上市之市場。尤其在創業板上市之公司毋須有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。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投資者。

由於創業板上市之公司屬於新興性質，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。

創業板所發佈之資料之主要方法為在聯交所為創業板而設之互聯網網頁刊登。上市公司毋須在憲報指定報章刊登付款公佈披露資料。因此，有意投資之人士應注意彼等能閱覽創業板網頁，以便取得創業板上市發行人之最新資料。

聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依據該等內容而引致之任何損失承擔任何責任。

本報告包括之資料乃遵照聯交所《創業板證券上市規則》之規定而提供有關千里眼控股有限公司之資料。千里眼控股有限公司各董事願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所知及所信：(i)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(ii)並無遺漏任何其他事實致使本報告所載任何聲明產生誤導；及(iii)本報告內表達之一切意見乃經審慎周詳考慮後方始作出，並以公平合理之基準和假設為依據。

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

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of TELEEEYE HOLDINGS LIMITED collectively and individually accept full responsibility, includes particulars given in compliance with Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to TELEEEYE HOLDINGS LIMITED. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this report is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this report misleading; and (iii) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

摘要

- 截至二零零七年三月三十一日止九個月，本集團錄得營業額約33,541,000港元，較二零零六年同期增加約25%。
- 截至二零零七年三月三十一日止九個月，本集團錄得本公司股權持有人應佔溢利約953,000港元。
- 董事會不建議派付截至二零零七年三月三十一日止九個月之中期股息。

HIGHLIGHTS

- The Group recorded a turnover of approximately HK\$33,541,000 for the nine months ended 31 March 2007, representing an increase of approximately 25% when compared with the same period in 2006.
- The Group recorded a profit attributable to the equity holders of the Company of approximately HK\$953,000 for the nine months ended 31 March 2007.
- The Board of Directors does not recommend the payment of an interim dividend for the nine months ended 31 March 2007.

業績

千里眼控股有限公司(「本公司」)董事會(「董事會」)謹此宣佈，本公司及其附屬公司(統稱「本集團」)截至二零零七年三月三十一日止三個月及九個月之未經審核綜合業績連同二零零六年同期之未經審核比較數字如下：

簡明綜合收益表

		截至三月三十一日止 三個月		截至三月三十一日止 九個月		
		Three months ended 31 March		Nine months ended 31 March		
		二零零七年	二零零六年	二零零七年	二零零六年	
		2007	2006	2007	2006	
		千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
收入	Revenue	2	10,527	9,275	33,541	26,910
銷售成本	Cost of sales		(5,408)	(4,723)	(18,518)	(12,848)
毛利	Gross profit		5,119	4,552	15,023	14,062
其他收入	Other income		149	176	479	569
分銷成本	Distribution costs		(2,261)	(2,184)	(6,771)	(6,418)
行政費用	Administrative expenses		(1,769)	(1,800)	(4,783)	(5,360)
研究及發展支出	Research and development expenditure		(942)	(980)	(3,015)	(2,933)
本期間溢利(虧損)	Profit (Loss) for the period	3	296	(236)	933	(80)
由下列人士應佔：	Attributable to:					
本公司股權持有人	Equity holders of the Company		289	(305)	953	(75)
少數股東權益	Minority interests		7	69	(20)	(5)
			296	(236)	933	(80)
每股盈利(虧損)(港仙)	Earnings (loss) per share (HK cent)					
基本	Basic	5	0.16	(0.17)	0.53	(0.04)

RESULTS

The Board of Directors (the "Board") of TeleEye Holdings Limited (the "Company") hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 31 March 2007, together with the comparative unaudited figures for the corresponding periods in 2006, as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

		截至三月三十一日止 三個月		截至三月三十一日止 九個月		
		Three months ended 31 March		Nine months ended 31 March		
		二零零七年	二零零六年	二零零七年	二零零六年	
		2007	2006	2007	2006	
		千港元	千港元	千港元	千港元	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	
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每股盈利(虧損)(港仙)	Earnings (loss) per share (HK cent)					
基本	Basic	5	0.16	(0.17)	0.53	(0.04)

簡明財務報表附註

1. 編製基準

本公司在開曼群島註冊成立為有限公司，而其股份於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市，其最終控股公司為Etin Tech Limited，一家於英屬處女群島（「英屬處女群島」）註冊成立之公司。

未經審核綜合業績乃根據香港普遍採納之會計原則而編製，包括香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋。此外，未經審核綜合業績亦根據香港聯合交易所有限公司創業板證券上市規則第18章之適用披露規定而編製。未經審核綜合業績乃根據歷史成本法而編製，惟若干金融工具以公平值計量（倘適用）。

於編製未經審核綜合業績時採納之主要會計政策與本集團於其截至二零零六年六月三十日止年度之年度賬目所採納者保持一致。

2. 收入

收入指本期間內已售出貨品之已收及應收回款額減給予外來客戶之退款及津貼之款項。

NOTES TO THE CONDENSED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Its ultimate holding company is Etin Tech Limited, a company incorporated in the British Virgin Islands ("BVI").

The unaudited consolidated results have been prepared in accordance with accounting principles generally accepted in Hong Kong which include Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants. In addition, the unaudited consolidated results have also been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited. They have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

The principal accounting policies adopted in the preparation of the unaudited consolidated results are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2006.

2. REVENUE

Revenue represents the amount received and receivable for goods sold, less returns and allowances, to outside customers during the period.

3. 本期間溢利(虧損)

本期間溢利(虧損)已扣除(計入): Profit (loss) for the periods has been arrived at after charging (crediting):

發展成本資本化之攤銷	Amortisation of capitalized development costs
折舊	Depreciation
來自可供銷售投資之股息	Dividends from available-for-sale investments
利息收入	Interest income
存貨撇減(撇減撥回)	Write-down (reversal of write-down) of inventories

4. 稅項

由於應課稅溢利已被結轉之稅項虧損悉數抵免，故毋須就截至二零零七年三月三十一日止九個月於香港產生之溢利繳納任何稅項。

由於本集團於香港經營之業務在截至二零零六年三月三十一日止九個月內均錄得稅項虧損，故並無在該期間之財務報表內撥備香港利得稅。

於其他司法權區產生之稅項乃按有關司法權區之適用稅率計算。

5. 每股盈利(虧損)

每股基本盈利乃根據截至二零零七年三月三十一日止三個月及九個月之本公司股權持有人應佔溢利分別約289,000港元及953,000港元(截至二零零六年三月三十一日止三個月及九個月:本公司股權持有人應佔虧損分別約為305,000港元及75,000港元)及於截至二零零七年三月三十一日止三個月及九個月內已發行普通股180,000,000股(截至二零零六年三月三十一日止三個月及九個月:180,000,000股普通股)計算。

鑑於所呈列之期間本公司購股權之行使價高於股份之平均市價，因此，並無披露截至二零零七年及二零零六年三月三十一日止九個月之每股攤薄盈利/(虧損)。

3. PROFIT (LOSS) FOR THE PERIOD

截至三月三十一日 止三個月 Three months ended 31 March		截至三月三十一日 止九個月 Nine months ended 31 March	
二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零六年 2006 千港元 HK\$'000
	189	591	586
	223	316	424
	101		
	130		
	(23)	(74)	(103)
	(39)	(258)	(275)
	(78)		
	(84)		
	107	1,145	(95)
	(22)		

4. TAXATION

No tax is payable on profit for the nine months ended 31 March 2007 arising in Hong Kong since the assessable profit is wholly absorbed by tax losses brought forward.

No provision for Hong Kong profits tax has been made in the financial statements for the nine months ended 31 March 2006 as the Group's operations in Hong Kong incurred tax losses for that period.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

5. EARNINGS (LOSS) PER SHARE

The calculation of basic earnings per share is based on the profit attributable to equity holders of the Company for the three months and nine months ended 31 March 2007 of approximately HK\$289,000 and HK\$953,000, respectively (three months and nine months ended 31 March 2006: loss attributable to equity holders of the Company of approximately HK\$305,000 and HK\$75,000, respectively), and 180,000,000 ordinary shares in issue during the three months and nine months ended 31 March 2007 (three months and nine months ended 31 March 2006: 180,000,000 ordinary shares).

No disclosure of diluted earnings/(loss) per share for the nine months ended 31 March 2007 and 2006 is shown because the exercise prices of the Company's options is higher than the average market price for shares for the periods presented.

6. 儲備變動

6. MOVEMENT OF RESERVES

		股份溢價 Share premium 千港元 HK\$'000	匯兌儲備 Translation reserve 千港元 HK\$'000	投資 重估儲備 Investment revaluation reserve 千港元 HK\$'000	特別儲備 Special reserve 千港元 HK\$'000	保留溢利 (虧絀) Retained profits (Deficit) 千港元 HK\$'000	總計 Total 千港元 HK\$'000
於二零零五年七月一日 (經審核)	At 1 July 2005 (audited)	21,605	(18)	425	14,990	(9,463)	27,539
因換算海外業務之賬目 而產生之匯兌差額	Exchange differences on translation of overseas operations	-	32	-	-	-	32
可供出售投資公平值 變動收益	Gain on fair value changes of available-for-sales investments	-	-	214	-	-	214
直接於權益中確認之 收入淨額	Net income directly recognised in equity	-	32	214	-	-	246
本期間虧損	Loss for the period	-	-	-	-	(75)	(75)
本期間確認之收入(開支) 總額	Total recognized income (expense) for the period	-	32	214	-	(75)	171
於二零零六年三月三十一日 (未經審核)	At 31 March 2006 (unaudited)	21,605	14	639	14,990	(9,538)	27,710
於二零零六年七月一日 (經審核)	At 1 July 2006 (audited)	21,605	(85)	458	14,990	(9,736)	27,232
因換算海外業務之賬目 而產生之匯兌差額	Exchange differences on translation of overseas operations	-	(131)	-	-	-	(131)
可供出售投資公平值 變動收益	Gain on fair value changes of available-for-sales investments	-	-	297	-	-	297
直接於權益中確認之 收入淨額	Net income directly recognised in equity	-	(131)	297	-	-	166
本期間溢利	Profit for the period	-	-	-	-	953	953
本期間確認之收入(開支) 總額	Total recognized income (expense) for the period	-	(131)	297	-	953	1,119
於二零零七年三月三十一日 (未經審核)	At 31 March 2007 (unaudited)	21,605	(216)	755	14,990	(8,783)	28,351

中期股息

董事不建議派付截至二零零七年三月三十一日止三個月及九個月之中期股息(二零零六年：無)。

財務回顧

於回顧期間內，本集團在閉路電視市場競爭激烈的情況下繼續錄得大幅增長，而且在本財政年度能連續三個季度錄得溢利。截至二零零七年三月三十一日止九個月，本集團之營業額約為33,541,000港元，較截至二零零六年三月三十一日止九個月之營業額約26,910,000港元增加約25%。截至二零零七年三月三十一日止九個月，本集團錄得本公司權益持有人應佔溢利約953,000港元，而二零零六年同期之本公司權益持有人應佔虧損則約為75,000港元。

截至二零零七年三月三十一日止九個月，每股盈利為0.53港仙，截至二零零六年三月三十一日止九個月之每股虧損則為0.04港仙。

截至二零零七年三月三十一日止九個月之營業額錄得令人鼓舞的增長，反映本集團在全球市場擴展及高級產品開發策略方面的努力。於截至二零零七年三月三十一日止九個月內，本集團已將有關發展高級閉路電視產品的經營成本約343,000港元(二零零六年：550,000港元)資本化。於本期間內，管理層繼續在本集團內加緊成本控制及有效率地分配資源。截至二零零七年三月三十一日止九個月之整體經營成本(包括研究及發展支出)約為14,569,000港元，與二零零六年同期之14,711,000港元比較，輕微減少約1%。

業務回顧

於本季度內，本集團將一系列新功能加入TeleEye RX系列產品(TeleEye RX360系列及RX330系列)，包括先進保安功能、遙距鍵盤操作、SMS警報功能，以及透過DVD燒錄器或USB儲存媒體提取視像。於截至二零零七年三月三十一日止九個月內，本集團之RX系列產品為本集團產生約48%之總營業額。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months and nine months ended 31 March 2007 (2006: Nil).

FINANCIAL REVIEW

During the period under review, the Group continued to achieve considerable growth under the highly competitive CCTV market, and has managed to maintain profitability for three consecutive quarters in this fiscal year. Turnover of the Group for the nine months ended 31 March 2007 was approximately HK\$33,541,000, representing an increase of approximately 25% as compared to the turnover of approximately HK\$26,910,000 for the nine months ended 31 March 2006. The Group also recorded a profit attributable to the equity holders of the Company of approximately HK\$953,000 for the nine months ended 31 March 2007, as compared to the loss attributable to the equity holders of the Company of approximately HK\$75,000 in the corresponding period in 2006.

Earnings per share for the nine months ended 31 March 2007 was HK\$0.53 cent, compared to loss per share of HK\$0.04 cent for the nine months ended 31 March 2006.

The encouraging growth in turnover for the nine months ended 31 March 2007 can be attributable to the Group's efforts in global market expansion and advanced product development strategies. During the nine months ended 31 March 2007, the Group had capitalized operating costs of approximately HK\$343,000 (2006: HK\$550,000) in respect of development of advanced CCTV products. During the period, the management continued to tighten up cost control and allocate resources efficiently within the Group. Overall operating costs, including research and development expenditure, for the nine months ended 31 March 2007 was approximately HK\$14,569,000, representing a slight decrease of approximately 1% as compared to HK\$14,711,000 for the same period in 2006.

BUSINESS REVIEW

In this quarter, the Group added a series of new features on the TeleEye RX series product (TeleEye RX360 series and RX330 series), including advanced security functions, remote keyboard control, flexible SMS event notification and video extraction through DVD writer or USB flash drive. During the nine months ended 31 March 2007, the Group's RX series product contributed approximately 48% of the Group's total turnover.

於二零零七年二月，本集團獲頒發2006香港工商業獎科技成就優異證書。香港工商業獎由香港科技園公司主辦。「香港工商業獎：科技成就」獎項旨在表揚其創意科技對商界與日常生活有卓越貢獻的企業，在業界推崇下成為香港最優越科技的認可標準。

於二零零七年三月，本集團之英國附屬公司之辦事處已由原本的Reading遷至於Maidenhead較大地方的辦事處。搬遷後改善了本集團的經營效率，並給予了更多資源、設施及空間以應付英國業務的持續增長。

業務展望

展望未來，本集團將專注於其核心業務的強項，即發展及採購創新及優質產品，並將繼續尋求機會在市場潛力優厚之國家開拓新市場，以擴大收入來源。本集團預期TeleEye RX系列產品將繼續為本集團之總營業額帶來可觀之貢獻。

董事及主要行政人員於股份及購股權之權益

於二零零七年三月三十一日，根據證券及期貨條例（「證券及期貨條例」）第352條，或根據創業板上市規則第5.46條須通知本公司及聯交所之規定，董事及主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（見證券及期貨條例第十五部之定義）之股份及購股權中擁有之權益如下：

股份好倉

(a) 本公司每股面值0.01港元之普通股

In February 2007, the Group had received the Technological Achievement Certificate of Merit of the 2006 Hong Kong Awards for Industries organized by Hong Kong Science and Technology Parks Corporation. The award was presented to the company that has innovative achievement, which impacted on both business and on daily life. The award reflected a standard of recognition of technological excellence in Hong Kong.

In March 2007, the Group's UK subsidiary has moved from Reading to a larger premises in Maidenhead. The relocation improved the Group's operational efficiency and allowed more resources, facilities and space to cope with the continued growth in the UK.

BUSINESS OUTLOOK

Going forward, the Group will focus on its core strength of developing and sourcing innovative and quality products, and will continue to explore into new markets in countries with good market potential in order to broaden the source of revenue. The Group expected that the TeleEye RX series product will continue to contribute significantly to the Group's total turnover.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS

At 31 March 2007, the interests of the directors and chief executives and their associates in the shares and share options of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required pursuant to Section 352 of the SFO, or which are required pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in shares

(a) Ordinary shares of HK\$0.01 each of the Company

董事姓名 Name of director	身份 Capacity	持有已發行 普通股數目 Number of issued ordinary shares held	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
陳作基博士 Dr. Chan Chok Ki	由受控制法團持有 (附註1) Held by controlled corporation (note 1)	104,000,000	57.8%
陳祥發博士 Dr. Chan Cheung Fat	由受控制法團持有 (附註1) Held by controlled corporation (note 1)	104,000,000	57.8%

(b) 購股權

董事姓名 Name of director	身份 Capacity	持有購股權數目 Number of share options held	相關股份數目 Number of underlying shares
陳作基博士 Dr. Chan Chok Ki	實益擁有人(附註2) Beneficial owner (note 2)	2,700,000	2,700,000
馬志傑博士 Dr. Ma Chi Kit	實益擁有人(附註2) Beneficial owner (note 2)	2,160,000	2,160,000
何家豪先生 Mr. Ho Ka Ho	實益擁有人(附註2) Beneficial owner (note 2)	2,044,000	2,044,000

附註：

(1) 於二零零七年三月三十一日，此等約佔本公司已發行股本57.8%之股份由Etin City Limited持有。Etin City Limited由Etin Tech Limited及城大企業有限公司分別按70%及30%之比例持有。Etin Tech Limited乃由陳作基博士、陳祥發博士、馬志傑博士及何家豪先生分別按約44.3%、34.3%、14.3%及7.1%之比例擁有。由於陳作基博士及陳祥發博士有權於股東大會上行使或控制行使30%或以上之Etin Tech Limited之投票權，故彼等被視作擁有所有由Etin City Limited持有之本公司股份。

(2) 董事獲授購股權乃根據本公司採納之購股權計劃而定，有關購股權計劃之詳情載於下文「購股權計劃」一段。

除上文所披露者及由一名董事以本集團信託之身份持有於附屬公司之代理人股份外，於二零零七年三月三十一日，本公司之董事、主要行政人員或彼等之聯繫人士並無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

購股權計劃

(i) 招股前購股權計劃(「招股前購股權計劃」)

本公司根據於二零零一年四月十二日通過之一項決議案採納招股前購股權計劃，藉以對本公司及其附屬公司之執行董事及僱員對本集團之成功所作出之貢獻予以肯定。根據計劃而授出之購股權授予持有人權利可按每股普通股0.60港元認購本公司之新普通股，而根據計劃可予授出之購股權涉及之最高股份數目為14,400,000股。可授予任何人士之購股權之股份數目不得超過3,600,000股。

(b) Share options

持有購股權數目 Number of share options held	相關股份數目 Number of underlying shares
2,700,000	2,700,000
2,160,000	2,160,000
2,044,000	2,044,000

Notes:

(1) These shares, representing approximately 57.8% of the issued share capital of the Company as at 31 March 2007, are held by Etin City Limited, which is owned by Etin Tech Limited and CityU Enterprises Limited in the proportion of 70% and 30%, respectively. Etin Tech Limited is owned by Dr. Chan Chok Ki, Dr. Chan Cheung Fat, Dr. Ma Chi Kit and Mr. Ho Ka Ho in the proportion of approximately 44.3%, 34.3%, 14.3% and 7.1%, respectively. As Dr. Chan Chok Ki and Dr. Chan Cheung Fat are entitled to exercise or control the exercise of 30% or more of the voting power in general meetings of Etin Tech Limited, they are deemed to be interested in the entire shares in the Company held by Etin City Limited.

(2) The share options are granted to the directors pursuant to the share option schemes adopted by the Company, details of which are set out under the header of "Share Option Schemes" below.

Save as disclosed above, and other than a nominee share in a subsidiary held by a director in trust for the Group, at 31 March 2007, none of the directors, the chief executives of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

SHARE OPTION SCHEMES

(i) Pre-IPO Share Option Scheme (the "Pre-IPO Scheme")

The Pre-IPO Scheme was adopted pursuant to a resolution passed on 12 April 2001 to recognise the contribution of executive directors and employees of the Company and its subsidiaries to the growth of the Group. The options granted under the scheme grant the right to the holder to subscribe for new ordinary shares of the Company at HK\$0.60 per ordinary share and the maximum number of shares in respect of which options might be granted under the scheme was 14,400,000. The number of shares in respect of which options might be granted to any individual was not permitted to exceed 3,600,000.

購股權在並未支付任何初步款項之情況下仍然可予授出。授出之購股權在本公司股份於創業板開始買賣後，可分別在滿六個月、十八個月、三十個月及四十二個月之後之任何時間內，順次序行使合共佔購股權總額之25%、50%、75%及100%。該等購股權由各自可行使之日期起計十年內有效。

自本公司股份於二零零一年五月八日在創業板上市後，根據招股前購股權計劃，本公司將不得再授出購股權，而在此以前獲授購股權之持有人所享有之權益將不會受到影響，根據計劃之條款該等已授出之購股權將仍然有效並可予以行使。

下表披露於截至二零零七年三月三十一日止九個月內根據招股前購股權計劃本公司之購股權之變動詳情：

Options might be granted without any initial payment. Options granted are exercisable to the extent of an aggregate total of 25%, 50%, 75% and 100% at anytime after 6 months, 18 months, 30 months and 42 months, respectively, from the commencement of the trading of the shares of the Company on the GEM, and have a duration of 10 years from their respective vesting dates.

Upon the listing of the Company's shares on the GEM on 8 May 2001 no further options could be granted by the Company under the Pre-IPO Scheme. The rights of the holders of the share options granted prior thereto are not affected and such options granted continue to remain valid and exercisable in accordance with the terms of the scheme.

The following table discloses movements in the Company's share options under the Pre-IPO Scheme during the nine months ended 31 March 2007:

	授出日期 Date of grant	每股購股權 行使價 Exercise price per share 港元 HK\$	於二零零六年 七月一日 尚餘之購股權 Balance at 1 July 2006	於期間內已 失效之購股權 Lapsed during the period (附註) (note)	於二零零七年 三月三十一日 尚餘之購股權 Balance at 31 March 2007
本公司之董事 Directors of the Company					
陳作基博士 Dr. Chan Chok Ki	二零零一年四月十二日 12 April 2001	0.60	1,800,000	—	1,800,000
馬志傑博士 Dr. Ma Chi Kit	二零零一年四月十二日 12 April 2001	0.60	1,440,000	—	1,440,000
何家豪先生 Mr. Ho Ka Ho	二零零一年四月十二日 12 April 2001	0.60	1,364,000	—	1,364,000
			4,604,000	—	4,604,000
本集團僱員 Employees of the Group	二零零一年四月十二日 12 April 2001	0.60	2,056,000	—	2,056,000
			6,660,000	—	6,660,000

自授出日期起計並無購股權獲行使。於二零零七年三月三十一日，根據招股前購股權計劃授出之購股權涉及之股份數目佔該日期本公司已發行股份3.7%。

附註：此等購股權在承授人辭任後失效。

No options had been exercised since the date of grant. At 31 March 2007, the number of shares in respect of which options had been granted under the Pre-IPO Scheme represents 3.7% of the shares of the Company in issue at that date.

Note: These options lapsed upon the resignation of the grantees.

(ii) 於二零零三年十月二十八日採納之購股權計劃
(「二零零三年購股權計劃」)

根據於二零零三年十月二十八日通過之決議案，本公司採納二零零三年購股權計劃，藉以確認及推動僱員對本公司作出貢獻，並向本公司現有僱員給予獎勵，藉以協助挽留他們，以及招聘任期為十年之額外僱員。本公司董事會可酌情向任何僱員（包括本集團之執行董事及非執行董事、專家、顧問、代理、承辦商、客戶及供應商）授出購股權，以認購本公司股份。購股權可以代價1港元授出，惟必須於授出日期起計五個營業日內接納。在承授人接納及支付購股權的代價時，購股權方可予以行使，其有效期由其各自的歸屬日期起計為期10年。

可授出購股權涉及之最高股份數目，不得超逾本公司於二零零三年十月二十八日之已發行股本之10%。倘在任何十二個月期間直至授出購股權予該承授人日期（包括該日）止，已發行股份及根據二零零三年購股權計劃已授出及將予授出之購股權獲行使時將予發行之股份總數，超逾本公司當時已發行股本之1%，則本公司將不會授出購股權。

認購價不得少於下列三者中之最高者：(i)本公司股份於授出日期（須為交易日）在每日報價表所報之收市價；(ii)本公司股份在緊接授出日期前五個交易日於每日報價表所報之平均收市價；或(iii)股份面值。在不損害上文之一般性原則下，本公司董事會可授出以不同價格釐定認購價之購股權。

(ii) **Share Option Scheme adopted on 28 October 2003
(the “2003 Option Scheme”)**

Pursuant to a resolution passed on 28 October 2003, the 2003 Option Scheme was adopted to recognise and motivate the contribution of the employees and to provide incentives and help the Company in retaining its existing employees and recruiting additional employees for a term of ten years. The board of directors of the Company may at its discretion grant options to any employees, including executive and non-executive directors, advisers, consultants, agents, contractors, customers and suppliers of the Group to subscribe for shares in the Company. Option may be granted at a consideration of HK\$1 and should be accepted within 5 business days from the date of grant. The option granted is exercisable upon acceptance and payment of consideration by the grantee and have a duration of 10 years from their respective vesting dates.

The maximum number of shares in respect of which options may be granted cannot exceed 10% of the issued share capital of the Company on 28 October 2003. No option shall be granted to a grantee if the total number of shares issued and to be issued upon exercise of options granted and to be granted under the 2003 Option Scheme in any twelve months period up to and including the date of grant to such grantee would exceed 1% of the issued share capital of the Company for the time being in issue.

The subscription price shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the Daily Quotation Sheet on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Daily Quotation Sheets for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share. Without prejudice to the generality of the above, the board of directors of the Company may grant options in respect of which the subscription price is fixed at different price.

下表披露於截至二零零七年三月三十一日止九個月內根據二零零三年購股權計劃本公司之購股權之變動詳情：

The following table discloses movements in the Company's share options under the 2003 Option Scheme during the nine months ended 31 March 2007:

	授出日期 Date of grant	每股購股權 行使價 Exercise price per share 港元 HK\$	於二零零六年 七月一日 尚餘之購股權 Balance at 1 July 2006	於期間內已 失效之購股權 Lapsed during the period (附註) (note)	於二零零七年 三月三十一日 尚餘之購股權 Balance at 31 March 2007
本公司之董事 Directors of the Company					
陳作基博士 Dr. Chan Chok Ki	二零零四年八月四日 4 August 2004	0.145	900,000	—	900,000
馬志傑博士 Dr. Ma Chi Kit	二零零四年八月四日 4 August 2004	0.145	720,000	—	720,000
何家豪先生 Mr. Ho Ka Ho	二零零四年八月四日 4 August 2004	0.145	680,000	—	680,000
			<u>2,300,000</u>	—	<u>2,300,000</u>
本集團僱員 Employees of the Group	二零零四年八月四日 4 August 2004	0.145	<u>380,000</u>	—	<u>380,000</u>
			<u>2,680,000</u>	—	<u>2,680,000</u>

自授出日期以來並無購股權獲行使。緊接二零零四年八月四日(上述購股權授出日期)前本公司股份之收市價為0.145港元。於二零零七年三月三十一日，根據二零零三年購股權計劃授出之購股權涉及之股份數目佔該日期本公司已發行股份1.5%。

No options had been exercised since the date of grant. The closing price of the Company's shares immediately before 4 August 2004 (date of grant of the above options) was HK\$0.145. At 31 March 2007, the number of shares in respect of which options had been granted under the 2003 Option Scheme represents 1.5% of the shares of the Company in issue at that date.

附註：此等購股權在承授人辭任後失效。

Note: These options lapsed upon the resignation of the grantees.

董事購買股份或債券之權利

除上文「購股權計劃」一節所述外，於截至二零零七年三月三十一日止九個月任何時間內，本公司、其控股公司及其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而本公司之董事、彼等之配偶或年齡在18歲以下之子女於截至二零零七年三月三十一日止九個月內亦無擁有可認購本公司證券之任何權利或行使任何該等權利。

主要股東

除上文「董事及主要行政人員於股份及購股權之權益」一節所披露者外，於二零零七年三月三十一日，按照本公司根據證券及期貨條例第336條而須存置之主要股東名冊所披露，並無任何人士於本公司之已發行股本中擁有須申報之權益或淡倉。

競爭權益

董事相信，本公司各董事或管理層股東（見創業板上市規則之定義）並無在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務中擁有任何權益。

買賣或贖回本公司之上市證券

在回顧期間內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

有關董事進行證券交易的守則

截至二零零七年三月三十一日止九個月內，本公司已採納一套有關董事進行證券交易之行為守則，條款不遜於創業板上市規則第5.48條至第5.67條所載之規定交易標準。在向全體董事作出特別查詢後，全體董事已確認彼等已遵照本公司所採納有關董事進行證券交易所規定的買賣標準與操守準則。

DIRECTORS' RIGHTS TO PURCHASE SHARES OR DEBENTURES

Other than the section headed "Share Option Schemes" as described above, at no time during the nine months ended 31 March 2007 was the Company, its holding company and any of its subsidiaries a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company; or had exercised any such rights during the nine months ended 31 March 2007.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed in the section headed "Directors' and Chief Executives' Interests in Shares and Share Options", the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company as at 31 March 2007.

COMPETING INTERESTS

The directors believe that none of the directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group.

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

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 31 March 2007, the Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, all directors confirmed they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company.

審核委員會

審核委員會之三位成員包括三位獨立非執行董事蕭允治教授、程伯中教授及俞漢度先生。

審核委員會之首要任務為審閱本公司之年報及財務報表、季度報告及半年期間報告，並就該等報告向董事會提供意見及評價。審核委員會將負責檢討及監察本集團之財務申報程序及內部監控制度。

審核委員會已審閱本報告之草稿，並已就此提供意見及評語。

承董事會命
陳作基博士
主席兼行政總裁

香港，二零零七年五月十一日

於本報告日期，執行董事為陳作基博士（本公司之主席）、馬志傑博士及何家豪先生；非執行董事為陳祥發博士；獨立非執行董事為蕭允治教授、程伯中教授及俞漢度先生。

AUDIT COMMITTEE

The audit committee has three members comprising three independent non-executive directors, namely Professor Siu Wan Chi, Professor Ching Pak Chung and Mr. Yu Hon To, David.

The primary duties of the audit committee are to review the company's annual report and financial statements, quarterly reports and half-yearly report and to provide advice and comment thereon to the board of directors. The audit committee will also be responsible for reviewing and supervising the financial reporting and internal control procedures of the Group.

The audit committee has reviewed the draft of this report and has provided advice and comments thereon.

By order of the Board
DR. CHAN CHOK KI
Chairman and Chief Executive Officer

Hong Kong, 11 May 2007

As at the date hereof, the executive Directors are Dr. Chan Chok Ki (Chairman of the Company), Dr. Ma Chi Kit and Mr. Ho Ka Ho; the non-executive Director is Dr. Chan Cheung Fat; and the independent non-executive Directors are Prof. Siu Wan Chi, Professor Ching Pak Chung and Mr. Yu Hon To, David.