

ePRO

EPRO LIMITED

易寶有限公司*

(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：8086)
(Stock Code: 8086)

截至二零零八年三月三十一日止九個月之
第三季度報告

THIRD QUARTERLY REPORT FOR THE NINE MONTHS ENDED 31 MARCH 2008

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板乃為帶有高投資風險之公司提供一個上市之市場。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資深投資者。

由於創業板上市公司之新興性質，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倚賴該等內容而引致之任何損失承擔任何責任。

本報告乃遵照聯交所《創業板證券上市規則》之規定而提供有關易寶有限公司之資料。易寶有限公司之董事願就本報告共同及個別承擔全部責任。易寶有限公司各董事於作出一切合理查詢後，確認彼等所知及所信：(i)本報告內所載之資料在各重要方面均屬準確及並無誤導成份；(ii)本報告並無遺漏任何事實致使本報告之任何內容有所誤導；及(iii)本報告內所發表之一切意見乃經審慎周詳之考慮後作出，並按公平合理之準則與假設為依據。

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE "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 of Hong Kong Limited 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 EPRO LIMITED collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to EPRO LIMITED. The directors of EPRO LIMITED, 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.

* 僅供識別

* for identification purposes only

未經審核業績

易寶有限公司(「本公司」)董事會(「董事」)宣佈，本公司及其附屬公司(「本集團」)截至二零零八年三月三十一日止三個月及九個月之未經審核綜合業績，連同截至二零零七年同期未經審核之比較數字如下：

未經審核綜合損益表

			截至三月三十一日 止三個月		截至三月三十一日 止九個月	
			For the three months ended 31 March		For the nine months ended 31 March	
			二零零八年 2008 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000
		附註 Notes				
收入	REVENUE	2,3	12,199	14,713	38,485	39,021
貨品銷售成本	Cost of sales		(4,008)	(6,560)	(15,831)	(19,147)
毛利	Gross Profit		8,191	8,153	22,654	19,874
其他收入及收益	Other income and gains		1,693	249	6,989	682
銷售及分銷成本	Selling and distribution costs		(557)	(390)	(1,645)	(1,374)
行政及其他費用	Administrative and other expenses		(9,426)	(8,149)	(27,548)	(22,198)
融資成本	Finance costs	4	(11)	(128)	(208)	(418)
分佔聯營公司之溢利及虧損	Share of profits and losses of associates		-	-	-	-
除稅前溢利／(虧損)	PROFIT/(LOSS) BEFORE TAX	5	(110)	(265)	242	(3,434)
稅項	Tax	6	-	-	-	-
本期間溢利／(虧損)	PROFIT/(LOSS) FOR THE PERIOD		(110)	(265)	242	(3,434)
以下各方應佔：	Attributable to:					
本公司權益股東	Equity holders of the Company		(106)	(265)	246	(3,434)
少數股東權益	Minority interests		(4)	-	(4)	-
			(110)	(265)	242	(3,434)
股息	DIVIDENDS	7	-	-	-	-
本公司普通股權益持有人應佔每股溢利／(虧損)(港仙)	PROFIT/(LOSS) PER SHARE (HK cents) ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	8				
基本	Basic		(0.03)	(0.11)	0.07	(1.43)
攤薄	Diluted		不適用N/A	不適用N/A	不適用N/A	不適用N/A

UNAUDITED RESULTS

The board of directors (the "Directors") of EPRO LIMITED (the "Company") announced the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three months and nine months ended 31 March 2008 together with the comparative unaudited figures for the corresponding period in 2007 as follows:

Unaudited 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	
			For the three months ended 31 March		For the nine months ended 31 March	
			二零零八年 2008 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000	二零零八年 2008 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000
		附註 Notes				
收入	REVENUE	2,3	12,199	14,713	38,485	39,021
貨品銷售成本	Cost of sales		(4,008)	(6,560)	(15,831)	(19,147)
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除稅前溢利／(虧損)	PROFIT/(LOSS) BEFORE TAX	5	(110)	(265)	242	(3,434)
稅項	Tax	6	-	-	-	-
本期間溢利／(虧損)	PROFIT/(LOSS) FOR THE PERIOD		(110)	(265)	242	(3,434)
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少數股東權益	Minority interests		(4)	-	(4)	-
			(110)	(265)	242	(3,434)
股息	DIVIDENDS	7	-	-	-	-
本公司普通股權益持有人應佔每股溢利／(虧損)(港仙)	PROFIT/(LOSS) PER SHARE (HK cents) ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	8				
基本	Basic		(0.03)	(0.11)	0.07	(1.43)
攤薄	Diluted		不適用N/A	不適用N/A	不適用N/A	不適用N/A

未經審核簡明綜合權益變動表

Unaudited Condensed Consolidated Statement of Changes
In Equity

本公司權益股東應佔
Attributable to equity holders of the Company

		已發行股本 Issued capital 千港元 HK\$'000	股份溢價賬 Share premium account 千港元 HK\$'000	購股權儲備 Option reserve 千港元 HK\$'000	外匯浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	累積虧損 Accumulated losses 千港元 HK\$'000	合計 Total 千港元 HK\$'000	少數股東權益 Minority Interests 千港元 HK\$'000	權益總額 Total Equity 千港元 HK\$'000
於二零零六年七月一日之結餘	Balance at 1 July 2006	24,012	7,317	-	32	(19,978)	11,383	-	11,383
外匯調整	Exchange realignment	-	-	-	(702)	-	(702)	-	(702)
本期間虧損	Net loss for the period	-	-	-	-	(3,434)	(3,434)	-	(3,434)
於二零零七年三月三十一日	At 31 March 2007	<u>24,012</u>	<u>7,317</u>	<u>-</u>	<u>(670)</u>	<u>(23,412)</u>	<u>7,247</u>	<u>-</u>	<u>7,247</u>
於二零零七年七月一日之結餘	Balance at 1 July 2007	24,012	7,317	-	(1,104)	(19,153)	11,072	-	11,072
外匯調整	Exchange realignment	-	-	-	(1,386)	-	(1,386)	-	(1,386)
發行股份已扣除股份發行開支	Issue of shares, net of share issue expenses	9,605	4,894	-	-	-	14,499	-	14,499
確認以股份支付之款項	Recognition of share based payments	-	-	2,720	-	-	2,720	-	2,720
附屬公司少數股東注資	Capital injection from minority shareholder of subsidiary	-	-	-	-	-	-	258	258
本期間溢利	Net profit for the period	-	-	-	-	246	246	(4)	242
於二零零八年三月三十一日	At 31 March 2008	<u>33,617</u>	<u>12,211</u>	<u>2,720</u>	<u>(2,490)</u>	<u>(18,907)</u>	<u>27,151</u>	<u>254</u>	<u>27,405</u>

附註：

1. 編製基準

本公司於二零零零年三月十五日根據開曼群島公司法(二零零零年修訂本)在開曼群島註冊成立為獲豁免有限公司。本公司股份於二零零零年八月二日在香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

未經審核簡明財務報表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」)(亦包括香港會計準則(「香港會計準則」)及詮釋)、香港普遍採納之會計原則及香港公司條例之披露規定及聯交所創業板證券上市規則(「創業板上市規則」)之適用披露規定而編撰。財務報表乃按過往成本法編撰，惟財務工具乃按公平值入賬。

編製未經審核綜合損益表時所採用之會計政策，與本集團編製其截至二零零七年六月三十日止年度之年度賬目時所採用者貫徹一致。

2. 收入

收入(亦為本集團之營業額)指所提供之專業資訊科技服務之發票淨值。

3. 營業額及分類資料

營業額指出售貨物之發票淨值(扣除退貨及折扣)以及所提供之專業資訊科技合約服務之價值。

董事認為本集團主要分類呈報基準為按業務分類劃分。於本期間及過往期間，本集團之業務僅與提供專業資訊科技合約服務有關，因此，並無進一步呈列其他業務分類資料。

地區分類

下表顯示本集團按地區分類之營業額資料。

向外界客戶之銷售	Sales to external Customers
香港	Hong Kong
中國大陸	Mainland China
新加坡	Singapore
撤銷	Eliminations
綜合	Consolidated

Notes:

1. BASIS OF PRESENTATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 15 March 2000 under the Companies Law (2000 Revision), of the Cayman Islands. The shares of the Company were listed on the Growth Enterprise Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 2 August 2000.

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") which include Hong Kong Accounting Standards ("HKASs" and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules"). They have been prepared under the historical cost convention, except for financial instruments, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited consolidated income statement are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2007.

2. REVENUE

Revenue, which is also the Group's turnover, represents the net invoiced value of IT professional services.

3. TURNOVER AND SEGMENT INFORMATION

Turnover represents the net invoiced value of goods sold, net of returns and allowances, and the value of professional IT contract services rendered.

The directors consider that the Group's primary segment reporting basis is by business segment. During the current and prior period, the Group's operations related solely to the provision of professional IT contract services and accordingly, no further business segment information is presented.

Geographical segments

The following table presents turnover information for the Group's geographical segments.

截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000	二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000
4,056	3,825	13,969	11,331
6,906	11,789	25,066	34,116
1,930	562	2,946	2,429
(693)	(1,463)	(3,496)	(8,855)
12,199	14,713	38,485	39,021

4. 融資成本：

下列各項之利息支出：	Interest expenses on:
於五年內須悉數償還之	Banks loans and overdrafts
銀行貸款及透支	wholly repayable within five years
於五年內須悉數償還之	Other loans wholly repayable
其他貸款	five years
總融資成本	Total finance costs

5. 除稅前溢利／(虧損)

除稅前溢利／(虧損)乃扣除／(計入)下列各項後得出：

折舊	Depreciation
員工成本	Staff costs
(包括董事酬金)	(including directors' remuneration)
工資及薪金	Wages and salaries
退休金供款淨額	Net pension contribution
銀行利息收入	Bank interest income

6. 稅項

由於本公司、其附屬公司及聯營公司期內並無在香港產生任何應課稅溢利或擁有可動用之承前結轉稅務虧損以抵銷期內產生之應課稅溢利，因此並無作出香港利得稅撥備(二零零七年：無)。

本集團於其他地區經營之公司之溢利稅項，已根據所在地之現行法例、詮釋及慣例，按各自稅務司法權區之現行稅率計算。

截至二零零八年三月三十一日止九個月，本集團並無任何重大未撥備之遞延稅項負債(二零零七年：無)。

7. 股息

董事不建議派發第三季度股息(二零零七年：無)。

4. FINANCE COSTS

截至三月三十一日 止三個月		截至三月三十一日 止九個月	
For the three months ended 31 March		For the nine months ended 31 March	
二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000	二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000
11	1	82	5
—	127	126	413
11	128	208	418

5. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation is arrived at after charging/(crediting):

截至三月三十一日 止三個月		截至三月三十一日 止九個月	
For the three months ended 31 March		For the nine months ended 31 March	
二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000	二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000
161	136	461	398
5,854	4,812	17,154	14,357
643	435	1,729	1,339
(198)	(194)	(650)	(489)

6. TAX

No Hong Kong profits tax has been provided as the Company, its subsidiaries and associated companies did not generate any assessable profits arising in Hong Kong during the period or had available tax losses brought forward to offset the assessable profits generated during the period (2007: Nil).

Taxes on profits in respect of Group companies operating elsewhere have been calculated at the rates of tax prevailing in the respective tax jurisdictions in which they operate based on existing legislation, interpretations and practices in respect thereof.

The Group did not have any significant unprovided deferred tax liabilities for the nine months ended 31 March 2008 (2007: Nil).

7. DIVIDENDS

The Directors do not recommend the payment of third quarter dividend (2007: Nil).

8. 本公司普通股權益持有人應佔每股溢利／（虧損）

每股基本及攤薄溢利／（虧損）按以下基準計算：

本公司普通股權益
持有人應佔
溢利／（虧損）

Net profit/(loss) attributable
to ordinary equity
holders of the Company

股份數目：

用作計算每股基本溢利／（虧損）
之普通股加權平均數

Number of shares:

Weighted average number of
ordinary shares
for the purpose of basic
profit/(loss) per share

於期內尚未行使購股權對每股基本溢利／（虧損）構成反攤薄影響，因此並無披露任何每股攤薄溢利／（虧損）（二零零七年：無）。

9. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及員工宿舍。經協商之物業租賃期介乎一至三年。

於二零零八年三月三十一日，根據不可撤銷經營租約，本集團須按以下年期支付未來最低應付租金總額如下：

不遲於1年
遲於1年但不遲於5年

Not later than 1 year
Later than 1 year and not later than 5 years

8. PROFIT/(LOSS) PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculations of basic and diluted profit/(loss) per share are based on:

截至三月三十一日 止三個月		截至三月三十一日 止九個月	
For the three months ended 31 March		For the nine months ended 31 March	
二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000	二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000
(106)	(265)	246	(3,434)

股份數目 Numbers of shares			
截至三月三十一日 止三個月		截至三月三十一日 止九個月	
For the three months ended 31 March		For the nine months ended 31 March	
二零零八年 2008 (未經審核) (Unaudited)	二零零七年 2007 (未經審核) (Unaudited)	二零零八年 2008 (未經審核) (Unaudited)	二零零七年 2007 (未經審核) (Unaudited)
336,168,000	240,120,000	335,120,204	240,120,000

No diluted profit/(loss) per share has been disclosed as the share options outstanding during the period had anti-dilutive effect on the basic profit/(loss) per share (2007: Nil).

9. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Such leases are negotiated for terms ranging from one to three years.

At 31 March 2008, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

(未經審核) (Unaudited) 三月三十一日 As at 31 March	
二零零八年 2008 千港元 HK\$'000	二零零七年 2007 千港元 HK\$'000
1,415	1,338
517	716
1,932	2,054

10. 關連人士交易

10. RELATED PARTY TRANSACTIONS

		截至三月三十一日 止三個月		截至三月三十一日 止九個月	
		For the three months ended 31 March		For the nine months ended 31 March	
		二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000	二零零八年 2008 (未經審核) (Unaudited) 千港元 HK\$'000	二零零七年 2007 (未經審核) (Unaudited) 千港元 HK\$'000
已付一名董事之利息	Interest paid to a director	(a)			
		-	127	126	413

附註
Notes

附註：

(a) 利息按港元最優惠利率年息計算。

Notes:

(a) Interest was charged at Hong Kong dollar prime lending rate per annum.

財務回顧

就截至二零零八年三月三十一日止九個月而言，本集團錄得未經審核綜合收入約38,485,000港元，較二零零七年同期收入減少約1.4%。本集團本期間錄得未經審核溢利約246,000港元。二零零七年同期虧損約3,434,000港元。毛利率有所增加主要原因乃本集團於期內專注於毛利率相對較高的軟件開發及軟件測試業務。

業務回顧

二零零八年財政年度第三季的業務經營環境隨著通脹而發生重大變化，對本集團而言乃充滿挑戰的時期。本集團將更加著重在業務增長及結構成本之間取得平衡，以確保業務運作能夠保持長期穩定。

鑑於全球經濟氣候變化導致經營成本日益上漲，本集團將繼續尋求各種辦法以拓展市場及降低成本，包括與本地及海外工業團體組成戰略聯盟，使本集團能夠在不受本身資源所限的情況下把握商機。

前景

由於業務繼續穩步健康增長及改善，本集團相信能夠順應瞬息萬變的業務環境，為本集團客戶提供高增值服務。

流動資金、財務資源及資本負債比率

於回顧期內，本集團一般以內部產生之現金流量、銀行提供之銀行融資及董事貸款資金，為其營運提供資金。

於二零零八年三月三十一日，本集團之綜合股東資金、流動資產及流動資產淨值，分別為27,151,000港元（於二零零七年六月三十日：11,072,000港元），44,562,000港元（於二零零七年六月三十日：42,044,000港元）及24,781,000港元（於二零零七年六月三十日：9,612,000港元）。

就本集團之流動資產而言，於二零零八年三月三十一日為44,562,000港元（於二零零七年六月三十日：42,044,000港元），應收貿易賬款及票據（扣除呆賬撥備）佔26.7%（於二零零七年六月三十日：33.6%），而已抵押存款、現金及現金等值項目則約佔56.5%（於二零零七年六月三十日：58.6%）。於二零零八年三月三十一日，本集團之已抵押存款以及現金及現金等值項目為25,189,000港元（於二零零七年六月三十日：24,654,000港元）。本集團全部已抵押存款、現金及現金等值項目、銀行及其他借款乃以港元、人民幣、新加坡元及美元結算。

FINANCIAL REVIEW

For the nine months ended 31 March 2008, the Group recorded an unaudited consolidated revenue of approximately HK\$38,485,000, representing an approximately 1.4% decrease in revenue as compared to the corresponding period in 2007. The Group recorded an unaudited profit of approximately HK\$246,000 as compared to a loss of approximately HK\$3,434,000 to the corresponding period in 2007. Gross profit margin increase was mainly attributable to the Group devoting to software development and software testing businesses during the period, in which they have a comparatively higher gross profit margin.

BUSINESS REVIEW

The third quarter of financial year 2008 was a challenging period to the Group where business operating environment was changing significantly with inflation covering different areas. We will pay more attention to balance the business growth and structural cost in order to maintain long term stability of the business operation.

In view of the increasing operational cost as a result of the changing global economic climate, the Group continues to locate different measures to expand markets and lower the cost including forming strategic alliance with local and overseas industrial players so that business opportunities can be sized without limited by our own resources.

PROSPECTS

As the business continues to grow and improve in a very prudent and healthy way, we believed the Group will be more robust to cope with the dynamic business environment and be able to provide our customers with high value added services.

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

During the period under review, the Group financed its operations by internally generated cash flow, banking facilities provided by banks and loan funding from a director.

As at 31 March 2008, the Group's consolidated shareholders' equity, current assets and net current assets were HK\$27,151,000 (as at 30 June 2007: HK\$11,072,000), HK\$44,562,000 (as at 30 June 2007: HK\$42,044,000) and HK\$24,781,000 (as at 30 June 2007: HK\$9,612,000) respectively.

In respect of the Group's current assets of HK\$44,562,000 as at 31 March 2008 (as at 30 June 2007: HK\$42,044,000), trade and bills receivable (net of provision for doubtful debts) account for 26.7% (as at 30 June 2007: 33.6%) whilst pledged deposits, cash and cash equivalents accounted for about 56.5% (as at 30 June 2007: 58.6%). As at 31 March 2008, the Group's pledged deposits and cash and cash equivalents amounted to HK\$25,189,000 (as at 30 June 2007: HK\$24,654,000). All of the Group's pledged deposits, cash and cash equivalents, bank and other borrowings were denominated in Hong Kong dollars, Renminbi, Singapore dollars and United States dollars.

於二零零八年三月三十一日，本集團之綜合銀行及其他借款須於一年內償還為129,000港元（於二零零七年六月三十日：1,283,000港元）。而本集團並無長期貸款及其他借款須於一年後償還（於二零零七年六月三十日：無）。

於二零零八年三月三十一日，本集團之資產負債比率（基準：負債總額除以資產總值）為約42%（於二零零七年六月三十日：約75%）。董事相信，本集團有足夠資源償還其債務及履行其承擔，以及足以應付營運資金所需。

於二零零八年三月三十一日，本集團自銀行取得之綜合銀行融資總額約達15,800,000港元，其中已動用約700,000港元（於二零零七年六月三十日：約2,900,000港元）。

資本架構

本集團一般以內部所得現金流量、銀行融資及股東貸款／資金為其業務撥資。本集團繼續對庫務政策實施嚴格控制。本公司擬以現有銀行融資為本集團之未來業務、資本支出及其他資本需求撥資。

於二零零八年三月三十一日，銀行融資之利率按港元最優惠利率（“P”）加1.5厘至P減1厘收取（於二零零七年六月三十日：P加1.5厘至P減1厘）。

於二零零八年三月三十一日，須於一年內償還之本集團短期銀行及其他借款約為129,000港元（於二零零七年六月三十日：約1,283,000港元），而並無須於一年後償還之本集團長期銀行及其他借款（於二零零七年六月三十日：無）。

於期內，本公司根據本公司與一名獨立配售代理於二零零七年五月三十一日訂立之配售協議，按配售價每股0.16港元配售合共96,048,000股本公司股份。配售事項之所得款項淨額約為14,400,000港元擬用於為本集團業務營運提供(i)約4,000,000港元用於在中國建立研發中心；(ii)約1,000,000港元用於在日本設立辦事處；及(iii)約9,400,000港元用作一般營運資金。除此之外，本公司之股本架構並無任何重大變動。

重大收購、出售事項及重大投資

截至二零零八年三月三十一日止九個月，本公司並無作出任何重大投資及重大收購或出售事項。

As at 31 March 2008, the Group's consolidated bank and other borrowings repayable within one year were HK\$129,000 (as at 30 June 2007: HK\$1,283,000), and there was no long term bank and other borrowings which will be repayable more than one year (as at 30 June 2007: Nil).

As at 31 March 2008, the Group's gearing ratio (basis: total liabilities over total assets) was approximately 42% (as at 30 June 2007: approximately 75%). The Directors believe the Group has sufficient resources to discharge its debts and to satisfy its commitments and working capital requirements.

As at 31 March 2008, the Group had an aggregate composite banking facilities from banks of approximately HK\$15.8 million of which approximately HK\$0.7 million was utilised (as at 30 June 2007: approximately HK\$2.9 million).

CAPITAL STRUCTURE

The Group generally finances its operation with internally generated cashflows, banking facilities and loan/funding from a shareholder. The Group continued to exert stringent control over treasury policies. The Company intends to finance the Group's future operations, capital expenditure and other capital requirement with the existing banking facilities.

As at 31 March 2008, the interest rate of banking facilities was charged at the range of Hong Kong dollar prime lending rate (“P”) +1.5% to P-1% (as at 30 June 2007: P+1.5% to P-1%).

As at 31 March 2008, the amount of short term bank and other borrowings of the Group, which were repayable within a year, was of approximately HK\$129,000 (as at 30 June 2007: approximately HK\$1,283,000), and there was no long term bank and other borrowings of the Group which will be repayable more than a year (as at 30 June 2007: Nil).

During the period, the Company issued a total of 96,048,000 shares pursuant to a placing agreement dated 31 May 2007 entered into between the Company and an independent placing agent at a placing price of HK\$0.16 per share. The net proceeds of the placing of approximately HK\$14.4 million were used for the Group's business operation as to (i) approximately HK\$4.0 million for establishing a research and development centre in the PRC; (ii) approximately HK\$1.0 million for setting up an office in Japan; and (iii) approximately HK\$9.4 million for general working capital. Save as this, the capital structure of the Company had no material changes.

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

The Company had made no significant investments and material acquisitions or disposals for the nine months ended 31 March 2008.

資產抵押

本集團之銀行融資乃以下列各項作抵押：

- (i) 本公司作出之公司擔保合共約28,300,000港元(於二零零七年六月三十日：約28,300,000港元)；及
- (ii) 本集團若干定期存款為數約16,000,000港元(於二零零七年六月三十日：約15,400,000港元)之抵押。

或然負債

於二零零八年三月三十一日，本公司就若干附屬公司所獲授之銀行融資合共約28,300,000港元(於二零零七年六月三十日：約28,300,000港元)提供公司擔保而有或然負債。於結算日，有關附屬公司已動用該等融資額中合共約675,000港元(於二零零七年六月三十日：約2,900,000港元)。

本集團已就本集團所提供之若干服務而簽署履約保證約200,000港元(於二零零七年六月三十日：約300,000港元)。

外匯風險

本集團之所得收入及所致成本主要以港元，美元，人民幣，新加坡元，加拿大元及日圓結算。

於期內，本集團訂立外匯遠期合約用作對支付供應商之外幣風險。

本集團規定所有經營單位，就超過500,000港元或同等金額並預期在一個月以後付款之個別交易於本集團訂立確實買賣承擔後使用遠期貨幣合約，以抵銷任何美元以外貨幣之外幣風險。遠期貨幣合約必須與所對沖項目之貨幣相同。本集團之政策為取得確實承諾前概不訂立遠期合約。

於二零零八年三月三十一日，本集團並無任何未償付外幣遠期合約。

人力資源安排

於二零零八年三月三十一日，本集團有280名員工(二零零七年：184名)。員工酬金乃於每年或管理層認為合適時作出調整。酬金乃因應一連串因素而變動，包括本集團年內之業績表現、酬金於外部市場之競爭力，以及個別僱員之表現。僱員乃獲付固定酬金，以及獲發酌情花紅及各項福利(包括醫療保險、強制性公積金、購股權及所需培訓)。

CHARGES ON ASSETS

The banking facilities of the Group are secured by:

- (i) corporate guarantees of approximately HK\$28.3 million executed by the Company (as at 30 June 2007: approximately HK\$28.3 million); and
- (ii) pledge of certain of the Group's time deposits amounting to approximately HK\$16.0 million (as at 30 June 2007: approximately HK\$15.4 million).

CONTINGENT LIABILITIES

As at 31 March 2008, the Company had contingent liabilities in respect of corporate guarantees for banking facilities granted to certain subsidiaries in the aggregate amount of approximately HK\$28.3 million (as at 30 June 2007: approximately HK\$28.3 million). At the balance sheet date, such facilities were utilized by the subsidiaries to the extent of approximately HK\$675,000 (as at 30 June 2007: approximately HK\$2,900,000).

The Group had executed performance bonds of approximately HK\$0.2 million (as at 30 June 2007: approximately HK\$0.3 million) in respect of certain services provided by the Group.

FOREIGN CURRENCY RISK

The Group mainly generated revenue and incurred costs in Hong Kong dollars, United States ("US") dollars, Renminbi, Singapore dollars, Canadian dollars and Japanese Yen.

During the period, the Group had entered foreign exchange forward contracts for hedging the foreign currency risk exposure on making payment to the suppliers.

The Group requires all its operating units to use forward currency contracts to eliminate the foreign currency exposures for currencies other than United States dollars and on any individual transactions in excess of HK\$500,000 or equivalent, for which payment is anticipated more than one month after the Group has entered into a firm commitment for a sale or purchase. The forward currency contracts must be in the same currency as the hedged item. It is the Group's policy not to enter into forward contracts until a firm commitment is in place.

The Group has no foreign currency contracts outstanding at 31 March 2008.

DEPLOYMENT OF HUMAN RESOURCES

As at 31 March 2008, the number of staff of the Group was 280 (2007: 184). Staff remuneration is reviewed once a year or as the management deems appropriate. Changes in remuneration are based on a range of factors including the Group's performance, the competitiveness of remuneration with the external market, and individual employee's performance during the year. Employees were paid at fixed remuneration with discretionary bonus and benefits of medical insurance, mandatory provident fund, share options and necessary training.

根據證券及期貨條例(「證券及期貨條例」)第XV部披露權益

A. 董事及首席執行官

於二零零八年三月三十一日，本公司董事及首席執行官於本公司或其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有須(a)根據證券及期貨條例第XV部第7及8分部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之有關條文被當作或視為擁有之權益及淡倉)；或(b)須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之權益及淡倉；或(c)根據創業板上市規則第5.46條之規定知會本公司及聯交所之權益及淡倉如下：

(1) 董事

1. 於本公司及其相聯法團之股份(就根據股本衍生工具特有之倉盤而言)、相關股份及債券中之好倉總額
 - a. 於股份之權益(根據股本衍生工具(例如購股權、可認購之認股權證或可換股債券)者除外)
 - (i) 本公司

董事姓名 Name of Director	附註 Notes	身份 Capacity
葉三閻先生 Mr. Yip Sam Lo	(a)	全權信託之創辦人 Founder of a discretionary trust
黃少康先生 Mr. Huang Shaokang	(b)	受控制公司權益 Interest of a controlled corporation
	(b)	實益擁有人 Beneficial owner
柳林先生 Mr. Liu Lin	(c)	受控制公司權益 Interest of a controlled corporation

DISCLOSURE OF INTERESTS UNDER PART XV OF THE SECURITIES AND FUTURES ORDINANCE (THE "SFO")

A. DIRECTORS AND CHIEF EXECUTIVES

As at 31 March 2008, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provision of the SFO); or (b) pursuant to section 352 of the SFO to be entered into the register referred to therein; or (c) pursuant to Rule 5.46 of the GEM Listing Rules to be notified to the Company and the Stock Exchange as follows:

(1) DIRECTORS

1. Aggregate long position in shares (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the Company and its associated corporation(s)
 - a. Interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds)
 - (i) the Company

擁有權益之 普通股數目 Number of ordinary shares interested	佔已發行 股本百分比 Percentage of issued share capital
--	---

26,257,720	7.81%
91,633,824	27.26%
24,162,510	7.19%
9,609,489	2.86%

附註：

- a. 於二零零八年三月三十一日，26,257,720股本公司股份由Araucarea Holdings Limited（「Araucarea」）持有，Araucarea是TUYF Company Limited以The TUYF Unit Trust信託人身份全資擁有之公司，而The TUYF Unit Trust為一項單位信託，其全部已發行單位由HSBC International Trustee Limited（「HSBC Trustee」）以The TUYF Family Trust之信託人身份擁有，The TUYF Family Trust則為一項全權家族信託，其受益人包括葉三閭先生之家族成員。

因此，葉三閭先生作為The TUYF Family Trust之創辦人，被視為於Araucarea持有之26,257,720股本公司股份中擁有權益。

- b. 於二零零八年三月三十一日，China Dynamic Enterprises Limited（「China Dynamic」）擁有本公司之91,633,824股股份。其唯一實益股東為黃少康先生。黃先生被視為於China Dynamic所持有之91,633,824股本公司股份中擁有權益。

除上述外，於二零零八年三月三十一日，黃少康先生個人擁有24,162,510股本公司股份。

Notes:

- a. As at 31 March 2008, 26,257,720 shares of the Company were held by Araucarea Holdings Limited ("Araucarea"), a corporation wholly owned by TUYF Company Limited as trustee of The TUYF Unit Trust, a unit trust of which all of the units in issue were owned by HSBC International Trustee Limited ("HSBC Trustee") in its capacity as the trustee of The TUYF Family Trust, a discretionary family trust of which the objects include the family members of Mr. Yip Sam Lo.

Accordingly, Mr. Yip Sam Lo, as founder of The TUYF Family Trust was deemed to be interested in 26,257,720 shares of the Company held by Araucarea.

- b. As at 31 March 2008, 91,633,824 shares of the Company were held by China Dynamic Enterprises Limited ("China Dynamic"), a corporation wholly owned by Mr. Huang Shaokang. Accordingly, Mr. Huang was deemed to be interested in 91,633,824 shares of the Company held by China Dynamic.

Apart from the above, as at 31 March 2008, Mr. Huang Shaokang personally owned 24,162,510 shares of the Company.

c. 於二零零八年三月三十一日，Kingston View International Limited (「Kingston View」) 擁有本公司之 9,609,489 股股份，其唯一實益股東為本公司之執行董事柳林先生。柳先生被視為於 Kingston View 所持有之 9,609,489 股本公司股份中擁有權益。

c. As at 31 March 2008, 9,609,489 shares of the Company were held by Kingston View International Limited ("Kingston View"), a corporation wholly owned by Mr. Liu Lin, an executive director of the Company. Accordingly, Mr. Liu was deemed to be interested in 9,609,489 shares of the Company held by Kingston View.

(ii) 相聯法團－EPRO Systems Limited (本公司之間接全資附屬公司)

(ii) Associated corporations – EPRO Systems Limited (an indirect wholly-owned subsidiary of the Company)

董事姓名
Name
of Director

附註
Note

身份
Capacity

於相聯
法團擁有權益
之無投票權
遞延股份數目
**Number of
non-voting
deferred
shares interested
in associated
corporation**

佔已發行
無投票
權遞延股份
總數百分比
**Percentage of
total issued
non-voting
deferred shares**

葉三閻先生
Mr. Yip Sam Lo

1

全權信託之創辦人
Founder of a
discretionary trust

5,112,991

33.86%

附註：

Note:

1. 於二零零八年三月三十一日，該等股份由 Araucarea 持有，Araucarea 是一間由 TUYF Company Limited 作為 The TUYF Unit Trust 之信託人全資擁有之公司，而 The TUYF Unit Trust 為一項單位信託，其全部已發行單位由 HSBC Trustee 以 The TUYF Family Trust 之信託人身份擁有，The TUYF Family Trust 則為一項全權家族信託，其受益人包括葉三閻先生之家族成員。

1. As at 31 March 2008, these shares were held by Araucarea, a corporation wholly owned by TUYF Company Limited as trustee of The TUYF Unit Trust, a unit trust of which all of the units in issue were owned by HSBC Trustee in its capacity as the trustee of The TUYF Family Trust, a discretionary family trust of which the objects include the family members of Mr. Yip Sam Lo.

因此，葉三閻先生作為 The TUYF Family Trust 之創辦人，被視為擁有由 Araucarea 所持有之 5,112,991 股無投票權遞延股份之權益。

Accordingly, Mr. Yip Sam Lo, as founder of The TUYF Family Trust was deemed to be interested in 5,112,991 non-voting deferred shares held by Araucarea.

b. 於債券中之權益
本公司或其相聯法團並無發行任何債券。

b. Interests in debentures
The Company or its associated corporations had not issued any debentures.

- c. 於相關股份中之權益(就根據股本衍生工具持有之倉盤而言)
- (i) 本公司(實物交付股本衍生工具)
- (1) 首次公開招股前購股權計劃

- c. Interests in underlying shares (in respect of position held pursuant to equity derivatives)
- (i) the Company (physically settled equity derivatives)
- (1) Pre-IPO share option plan

董事姓名 Name of Director	身份 Capacity	已授出 購股權涉及 之相關 股份數目 Number of underlying shares in respect of the options granted	相關股份 佔本公司 已發行 股本百分比 Percentage of the underlying shares over the Company's issued share capital
葉三閻先生 Mr. Yip Sam Lo	實益擁有人 Beneficial owner	1,986,367	0.59%

上述按創業板上
市規則規定須披
露之購股權詳情
已於「購股權計劃
內之(a)首次公開
招股前購股權計
劃」內。

Details of the above
share options as
required to be disclosed
by the GEM Listing
Rules have been
disclosed in "SHARE
OPTION SCHEME under
(a) Pre-IPO share
option plan".

(2) 購股權計劃

(2) Share option scheme

董事姓名 Name of Director	身份 Capacity	已授出 購股權涉及 之相關 股份數目 Number of underlying shares in respect of the options granted	相關股份 佔本公司 已發行 股本百分比 Percentage of the underlying shares over the Company's issued share capital
周兆光先生 Mr. Chow Siu Kwong	實益擁有人 Beneficial owner	2,880,000	0.86%

上述按創業板上
市規則規定須披
露之購股權詳情
已於「購股權計劃
內之(b)購股權計
劃」內。

Details of the above
share options as
required to be disclosed
by the GEM Listing
Rules have been
disclosed in "SHARE
OPTION SCHEME under
(b) share option
scheme".

- (ii) 相聯法團
董事並無呈報該權益。

- (ii) Associated corporation
No such interest was reported
by the Directors.

2. 於本公司及其相聯法團之股份及（就根據股本衍生工具持有之倉盤而言）相關股份及債券中之淡倉總額

董事並無呈報該淡倉。

(2) 首席執行官

1. 於本公司及其相聯法團之股份及（就根據股本衍生工具持有之倉盤而言）相關股份及債券中之好倉總額

本公司之任何首席執行官並無呈報該權益。

2. 於本公司及其相聯法團之股份及（就根據股本衍生工具持有之倉盤而言）相關股份及債券中之淡倉總額

本公司之任何首席執行官並無呈報該淡倉。

除上文所述者外，於二零零八年三月三十一日，若干董事以非實益權益於本公司之香港附屬公司中持有股份，以符合當時之最少二位股東規定。

除上文所披露者外，於二零零八年三月三十一日，本公司董事或首席執行官概無根據證券及期貨條例第XV部第7及第8分部於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有（或根據證券及期貨條例之有關規定被認為或視作擁有）任何權益或淡倉，或任何必須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之權益，或任何根據創業板上市規則第5.46條所載上市發行人董事之規定買賣標準必須向本公司及聯交所申報之權益。

2. Aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the Company and its associated corporation(s)

No such short position was reported by the Directors.

(2) CHIEF EXECUTIVES

1. Aggregate long position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the Company and its associated corporation(s)

No such interest was reported by any chief executive of the Company.

2. Aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares and in debentures of the Company and its associated corporation(s)

No such short position was reported by any chief executive of the Company.

In addition to the above, as at 31 March 2008, certain Directors are holding shares in the Hong Kong subsidiaries of the Company in a non-beneficial capacity, solely for the purpose of complying with the previous requirements of a minimum of two shareholders.

Save as disclosed above, as at 31 March 2008, none of the Directors or the chief executive of the Company had, under Divisions 7 and 8 of Part XV of the SFO, nor were they taken to or deemed to have under such provisions of the SFO, any interest or short position in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) or any interest which were required to be entered into the register kept by the Company pursuant to section 352 of the SFO or any interest which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

B. 主要股東

於二零零八年三月三十一日，根據證券及期貨條例第336條規定本公司存置之登記冊所記錄於本公司股份及相關股份中之權益或淡倉如下：

1. 於本公司股份及(就根據股本衍生工具持有之倉盤而言)相關股份中之好倉總額

- a. 於股份之權益(根據股本衍生工具(例如購股權、可認購之認股權證或可換股債券)者除外)

股東名稱 Name of Shareholder

身份 Capacity

China Dynamic	實益擁有人 Beneficial owner
葉志如女士 Ms. Yip Chi Yu	配偶權益 Interest of spouse
Araucarea	實益擁有人 Beneficial owner
TUYF Company Limited	信託人 Trustee
HSBC Trustee	信託人 Trustee
戴鳳女士 Ms. Tai Fung	全權信託之創辦人 Founder of a discretionary trust

附註：

1. China Dynamic之權益亦已於上段「根據證券及期貨條例第XV部披露權益－董事及首席執行官」披露為黃少康先生之權益。
2. 葉志如女士被視為透過其配偶黃少康先生之權益而於合計115,796,334股本公司股份中擁有權益。
3. Araucarea之權益亦已於上段「根據證券及期貨條例第XV部披露權益－董事及首席執行官」披露為葉三閏先生之權益。

B. SUBSTANTIAL SHAREHOLDERS

As at 31 March 2008, the interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

1. Aggregate long position in shares (in respect of positions held pursuant to equity derivatives) underlying shares of the Company

- a. Interests in shares (other than pursuant to equity derivatives such as share options, warrants to subscribe or convertible bonds)

擁有權益之 普通股數目 Number of ordinary shares interested	附註 Notes	已發行 股本百分比 Percentage of issued share capital
91,633,824	(1)	27.26%
115,796,334	(2)	34.45%
26,257,720	(3)	7.81%
26,257,720	(4)	7.81%
26,257,720	(4)	7.81%
26,257,720	(4)	7.81%

Notes:

1. The interest of China Dynamic has also disclosed as interest of Mr. Huang Shaokang in the above paragraph under "Disclosure of interests under Part XV of the Securities and Futures Ordinance – Directors and Chief Executives".
2. Ms. Yip Chi Yu was deemed to be interested in an aggregate of 115,796,334 shares of the Company through interest of her spouse, Mr. Huang Shaokang.
3. The interest of Araucarea has also been disclosed as interest of Mr. Yip Sam Lo in the above paragraph under "Disclosure of interests under Part XV of the Securities and Futures Ordinance – Directors and Chief Executives".

4. 於二零零八年三月三十一日，26,257,720股本公司股份由 Araucarea 持有，Araucarea 是 TUYF Company Limited 以 The TUYF Unit Trust 信託人身份全資擁有之公司，而 The TUYF Unit Trust 為一項單位信託，其全部已發行單位由 HSBC Trustee 以 The TUYF Family Trust 之信託人身份擁有，The TUYF Family Trust 則為一項全權家族信託，其受益人包括戴鳳女士之家族成員。因此，戴鳳女士作為 The TUYF Family Trust 之創辦人，被視為於 Araucarea 持有之 26,257,720 股本公司股份中擁有權益。

4. As at 31 March 2008, 26,257,720 shares of the Company were held by Araucarea, a corporation wholly owned by TUYF Company Limited as trustee of The TUYF Unit Trust, a unit trust of which all of the units in issue were owned by HSBC Trustee in its capacity as the trustee of The TUYF Family Trust, a discretionary family trust of which the objects include the family members of Ms. Tai Fung. Accordingly, Ms. Tai, as founder of The TUYF Family Trust was deemed to be interested in 26,257,720 shares of the Company held by Araucarea.

- b. 於相關股份之權益(就根據股本衍生工具持有之倉盤而言)
- (i) 本公司(實物交付股本衍生工具)

- b. Interests in underlying shares (in respect of positions held pursuant to equity derivatives)
- (i) the Company (physically settled equity derivatives)

股東姓名 Name of shareholder	身份 Capacity	擁有權益之 相關普通股數目 Number of underlying ordinary shares interested	附註 Note	佔已發行 股本百分比 Percentage of issued share capital
戴鳳女士 Ms. Tai Fung	配偶權益 Interest of spouse	1,986,367	(1)	0.59%

附註：

1. 戴鳳女士被視為透過其配偶葉三閻先生之權益而於本公司的 1,986,367 份購股權中擁有權益。

上述按創業板上市規則規定須披露之購股權詳情已於「購股權計劃內之(a)首次公開招股前購股權計劃」內。

Note:

1. Ms. Tai Fung was deemed to be interested in 1,986,367 share options of the Company through interests of her spouse, Mr. Yip Sam Lo.

Details of the above share options as required to be disclosed by the GEM Listing Rules have been disclosed in "SHARE OPTION SCHEME under (a) Pre-IPO share option plan".

2. 於本公司股份及(就根據股本衍生工具持有之倉盤而言)相關股份中之淡倉總額

並無向本公司呈報該權益。

除上文所披露者外，於二零零八年三月三十一日，除上段「根據證券及期貨條例第XV部披露權益—董事及首席執行官」所載董事之權益外，並無任何人士已登記須根據證券及期貨條例第336條予以記錄的於本公司股份或相關股份中之權益或淡倉。

購股權計劃

(a) 首次公開招股前購股權計劃

為嘉許本集團若干董事令本集團得以增長及／或令本公司股份得以在聯交所創業板上市所作之貢獻，遂於二零零零年七月二十四日採納首次公開招股前購股權計劃（「首次公開招股前計劃」）。根據首次公開招股前計劃之條款，本公司已於二零零零年七月二十六日向三位董事授出可認購本公司股份之購股權25,725,752份，行使價為0.70港元，歸屬期由二零零零年八月二日起計六個月，購股權由二零零一年二月二日起至二零零一年七月二十三日止可以行使。然而，各承授人不得於任何六個月內行使合共超過全部獲授購股權25%之購股權。首次公開招股前計劃於二零零零年八月二日到期，惟已授出之購股權仍可予行使。

以下為本期間根據首次公開招股前計劃授出而未獲行使之購股權：

參與者 名稱及 所屬類別 Name or category of participant	購股權數目 Number of share options		於二零零八年 三月三十一日 At 31 March 2008	購股權之行使期 Exercisable period of share options	授出 購股權日期* Date of grant of share options*	購股權 之行使價 Exercise price of share options 港元 HK\$
	於二零零七年 七月一日 At 1 July 2007	本期間 失效／取消 Lapsed/ cancelled during the period				
董事 Director						
葉三閻先生 Mr. Yip Sam Lo	1,986,367	—	1,986,367	二零零一年 二月二日至 二零一零年 七月二十三日 2 February 2001 to 23 July 2010	二零零零年 七月二十六日 26 July 2000	5.57

2. Aggregate short position in shares and (in respect of positions held pursuant to equity derivatives) underlying shares of the Company

No such interest was reported to the Company.

Saved as disclosed above, as at 31 March 2008, no person, other than the Directors whose interests are set out in the above paragraph under “Disclosure of interests under Part XV of the Securities and Futures Ordinance – Directors and Chief Executives”, had registered an interest or a short position in the shares or underlying share of the Company that was required to be recorded under Section 336 of the SFO.

SHARE OPTION SCHEMES

(a) Pre-IPO share option plan

In recognizing the contribution of certain directors of the Company to the growth of the Group and/or the listing of the shares of the Company on the GEM of the Stock Exchange, the shareholders adopted a Pre-IPO share option plan (the “Pre-IPO Plan”) on 24 July 2000. Pursuant to the terms of the Pre-IPO Plan, 25,725,752 options to subscribe for shares of the Company were granted to three directors on 26 July 2000, at an exercise price of HK\$0.70, with a vesting period of six months from 2 August 2000. The options are exercisable from 2 February 2001 until 23 July 2010. However, each of the grantees is not allowed to exercise in aggregate in excess of 25% of all the options granted within any six-month period. The Pre-IPO Plan expired on 2 August 2000, but the granted options remain exercisable.

The following share options were outstanding under the Pre-IPO Plan during the period:

本期間內，並無購股權根據首次公開招股前計劃予以行使。

購股權之歸屬期是由授出日期至行使期開始為止。

(b) 購股權計劃

本公司根據於二零零七年二月十二日通過之決議案採納新購股權計劃（「購股權計劃」），旨在鼓勵或獎勵對本集團作出貢獻之合資格參與者及／或協助本集團聘請及挽留能幹僱員及吸納對本集團及本集團持有任何股權之實體（「投資實體」）有重大價值之人力資源。購股權計劃之合資格參與者包括本公司、其附屬公司或任何投資實體之董事及僱員、本集團或任何投資實體之供應商或客戶、任何向本集團或任何投資實體提供研究、開發或技術支援之人士或實體、本集團任何成員公司或任何投資實體之業務或業務發展之任何範疇之顧問或諮詢人、與本集團任何成員公司或任何投資實體於業務營運或發展之任何範疇合作之合營夥伴或業務聯盟，以及本集團任何成員公司或任何投資實體之任何股東或由本集團任何成員公司或任何投資實體發行之任何證券之任何持有人。購股權計劃，除非另予以終止或修訂，將由二零零七年二月十二日起一直生效，為期十年。

No options were exercised under the Pre-IPO Plan during the period.

The vesting period of the share options is from the date of grant until the commencement of the exercise period.

(b) Share option scheme

The Company, pursuant to a resolution passed on 12 February 2007, adopted a new share option scheme (the "Share Option Scheme") for the purpose of providing incentives or rewards to eligible participants for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group and any entity in which the Group holds any equity interest (the "Invested Entity"). Eligible participants of the Share Option Scheme include the directors and employees of the Company, its subsidiaries or any Invested Entity, suppliers and customers of the Group or any Invested Entity, any person or entity that provides research, development or technological support to the Group or any Invested Entity, any adviser or consultant to any area of business or business development of any member of the Group or any Invested Entity, any joint venture partner or business alliance that co-operates with any member of the Group or any Invested Entity in any area of business operation or development and any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity. The Share Option Scheme should, unless otherwise terminated or amended, remain in force for ten years from 12 February 2007.

以下為本期間根據購股權計劃授出而未獲行使之購股權：

The following share options were outstanding under the Share Option Scheme during the period:

參與者 名稱及 所屬類別 Name or category of participant	購股權數目 Number of share options			購股權之行使期 Exercisable period of share options	授出 購股權日期 Date of grant of share options	購股權 之行使價 Exercise price of share options 港元 HK\$
	於二零零七年 七月一日 At 1 July 2007	本期間 授出 Granted during the period	於二零零八年 三月三十一日 At 31 March 2008			
董事 Director						
周兆光先生 Mr. Chow Siu Kwong	—	2,880,000	2,880,000	二零零七年 七月九日至 二零一七年 七月八日 9 July 2007 to 8 July 2017	二零零七年 七月十六日 16 July 2007	0.43
員工 Employees	—	1,440,000	1,440,000	二零零七年 七月九日至 二零一二年 七月八日 9 July 2007 to 8 July 2012	二零零七年 七月十六日 16 July 2007	0.43
員工 Employees	—	320,000	320,000	二零零七年 七月九日至 二零一零年 七月八日 9 July 2007 to 8 July 2010	二零零七年 七月十九日 19 July 2007	0.43
員工 Employees	—	400,000	400,000	二零零七年 七月九日至 二零一二年 七月八日 9 July 2007 to 8 July 2012	二零零七年 七月十九日 19 July 2007	0.43
	<u>—</u>	<u>5,040,000</u>	<u>5,040,000</u>			

本期間內，並無購股權根據購股權計劃予以行使／失效／取消。

No options were exercised/lapsed/cancelled under the Share Option Scheme during the period.

期內授出之5,040,000股購股權之公平值乃按二項式模式(「該模式」)計算。公平值之估值經考慮所授出購股權之條件後而計算。該模式之輸入值如下：

The fair values of the 5,040,000 share options granted during the period were calculated using the Binomial Model (the "Model"). The fair values determinations taking into account the terms and conditions upon which the options were granted. The inputs into the Model were as follows:

約定年期 Contractual life	十年 10 years	五年 5 years	三年 3 years
授出日期之股份收市價 Closing share price at date of grant	HK\$0.43港元	HK\$0.43港元	HK\$0.43港元
行使價 Exercise price	HK\$0.43港元	HK\$0.43港元	HK\$0.43港元
預期波幅 Expected volatility	94.81%	94.81%	94.81%
無風險率 Risk-free rate	4.8510%	4.8510%	4.8510%
股息回報率 Dividend yield	無 Nil	無 Nil	無 Nil
每股購股權之公平值 Fair value per share option	HK\$0.3851港元	HK\$0.3201港元	HK\$0.2655港元

預期波幅乃利用相關股份之五年期每周更新之按年計算波幅。無風險率指於評估日各相關香港交易所基金票據到期之收益。

The expected volatility was determined by using the 5-year weekly annualized volatility of the underlying stock. The risk free rate represented the 10-year yields to maturity of respective Hong Kong Exchange Fund Note as at the valuation date.

截至二零零八年三月三十一日止期間，本集團就本公司授出之購股權確認總開支2,720,000港元（截至二零零七年三月三十一日止九個月：無）。

董事收購股份之權利

除於上文「根據證券及期貨條例第XV部披露權益—A董事及首席執行官」一段所披露者外，於本期間任何時間概無授予任何董事或彼等各自之配偶或未成年滿十八歲之子女透過收購本公司股份或債券以獲得利益之權利，或有該等權利由彼等行使；而本公司或其任何附屬公司亦概無訂立任何安排，以致本公司董事可從任何其他公司實體獲得該等權利。

足夠公眾持股量

根據本公司獲得之公開資料及據董事所知，於本報告日期，公眾人士持有本公司已發行股本總額至少25%。

董事於競爭業務之權益

本公司董事、上市時管理層股東或彼等各自之聯繫人士概無於任何對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

法律訴訟

二零零三年九月，本集團一家附屬公司易寶系統（中國）有限公司（「易寶中國」）及Linkfull Investment Group Limited（「Linkfull」）訂立一份協議，據此，易寶中國同意出售而Linkfull同意購買易寶物流科技有限公司（「易寶物流科技」）7,000股每股面值1港元之股份（「銷售股份」），代價為1,750,000港元（「代價」），並獲本集團當時一名職員（亦為Linkfull之實益擁有人）Wong Tak先生（「Wong先生」）無條件而不可撤回地擔保。買賣銷售股份之代價將如下文所述分兩期支付：

- (a) 1,000,000港元於簽訂日期為二零零三年九月十日買賣協議（「協議」）時；
- (b) 750,000港元於此後隨時支付，惟無論如何須於二零零五年六月三十日或之前。

易寶中國已於二零零三年九月十日收取首期款項1,000,000港元。根據日期分別為二零零五年八月三十日及二零零六年一月十一日之兩份補充契約，支付第二期款項之限期已延長至二零零六年六月三十日。

於結算日，除易寶中國已收取另外37,000港元外，Linkfull未能／拒絕支付總數約713,000港元之代價餘款連有關利息。

The Group recognised the total expense of HK\$2,720,000 for the period ended 31 March 2008 (9 months ended 31 March 2007: Nil) in relation to share options granted by the Company.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from as disclosed in the above paragraph under "Disclosure of interest under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives", at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the directors, initial management shareholders or their respective associates of the Company has an interest in a business which competes or may compete with the business of the Group.

LEGAL PROCEEDINGS

In September 2003, a subsidiary of the Group, Epro Systems (China) Limited ("EPRO China"), and Linkfull Investment Group Limited ("Linkfull") entered into an agreement whereby EPRO China agreed to sell and Linkfull agreed to purchase 7,000 shares of HK\$1 each (the "Sale Shares") in EPROgistics Limited ("EPROgistics") at the consideration of HK\$1,750,000 (the "Consideration"), which was unconditionally and irrevocably guaranteed by Mr. Wong Tak ("Mr. Wong"), a then staff of the Group and a beneficial owner of Linkfull. The Consideration for the sale and purchase of the Sale Shares shall be settled in two tranches as follows:

- (a) as to HK\$1 million, upon the signing of the agreement for sale and purchase dated 10 September 2003 (the "Agreement");
- (b) as to HK\$750,000, at anytime thereafter but in any event on or before 30 June 2005.

The first tranche of the HK\$1,000,000 was received by EPRO China on 10 September 2003 and pursuant to two supplemental deeds dated 30 August 2005 and 11 January 2006 respectively, the due date for settlement of the second tranche was extended to 30 June 2006.

As at the balance sheet date, apart from further HK\$37,000 was received by EPRO China, Linkfull failed/refused to pay the balance of the Consideration in the sum of approximately HK\$713,000 together with the interest thereon.

儘管已多次延期，鑑於未能付款，易寶中國於二零零六年八月八日入稟香港特別行政區區域法院，就未償還代價餘額713,000港元連同由二零零五年七月一日至還款當日止之利息向Wong先生發出申索。

即使本公司董事相信可順利追回上述款項，惟仍於截至二零零六年六月三十日止年度之本集團財務報表中就可收回之未償還本金額713,000港元作全數撥備。

購買、贖回或出售本公司上市證券

截至二零零八年三月三十一日止九個月，本公司或其任何附屬公司概無購買、贖回或出售本公司之任何上市證券。

董事進行之證券交易

本集團已遵照創業板上市規則第5.48條至第5.67條之規定採納規管董事進行證券交易之嚴格常規。可能擁有本集團尚未發表之股價敏感資料之相關僱員亦須遵照不遜於該等規則所載者之指引。截至二零零八年三月三十一日止九個月，並未出現任何未獲遵守之情況。

企業管治常規守則

於截至二零零八年三月三十一日止整個九個月內，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常規守則（「企業管治守則」）之守則條文，惟下列偏離事項除外：

守則條文第A.4.1條

企業管治守則規定，非執行董事應按指定任期獲委任（可予重選）。惟本公司之非執行董事則並非按指定任期獲委任。然而，根據本公司之組織章程細則，均須於本公司股東週年大會上輪席告退及重選。

審核委員會

本公司成立審核委員會（「委員會」），其書面職權範圍乃遵照創業板上市規則釐定。委員會之首要職務為審核及監督本集團之財務呈報過程及內部監控系統。委員會由三名獨立非執行董事魯煒先生、方福偉先生及張仲衛先生組成。本集團截至二零零八年三月三十一日止九個月之第三季度報告所載之資料並未經審核，但經由委員會審閱，而其認為該報告已遵守適用之會計準則及聯交所規定和法律規定，且已作出足夠披露。

Despite of repeated extension and in view of the default in payment, EPRO China filed a claim against Mr. Wong on 8 August 2006 to the District Court of the Hong Kong Special Administrative Region in respect of the outstanding balance of the Consideration of approximately HK\$713,000 together with the interest from 1 July 2005 till payment.

Notwithstanding the confidence of the directors of the Company on successful claim of the said amount, a full provision for the receivable of the outstanding principal amount of HK\$713,000 had been made in the financial statements of the Group for the year ended 30 June 2006.

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

During the nine months ended 31 March 2008, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted stringent procedures governing director's securities transaction in compliance with Rules 5.48 to 5.67 of the GEM Listing Rules. Relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines with no less exacting terms than those set out in the Rules. No incidence of non-compliance was noted for the nine months ended 31 March 2008.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has compiled with the code provisions of the Code of Corporate Governance Practices (the "CG Code") set out in Appendix 15 of the GEM Listing Rules throughout the nine months ended 31 March 2008, except for the following deviation:

Code Provision A.4.1

This code provision stipulates that the non-executive directors of a listed issuer should be appointed for a specific terms, subject to re-election. Although the non-executive directors of the Company have not been appointed for a specific term, they are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Company's articles of association.

AUDIT COMMITTEE

The Company set up an audit committee (the "Committee") with written terms of reference in compliance with the requirements of the GEM Listing Rules. The primary duties of the Committee are to review and provide supervision over the financial reporting process and internal control of the Group. The Committee comprises three independent non-executive directors, Mr. Lu Wei, Mr. Fong Fuk Wai and Mr. Chang Chung Wai. The information contained in the Group's third quarterly report for the nine months ended 31 March 2008 has not been audited but has been reviewed by the Committee, who was of opinion that such report compiled with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

董事會常規及程序

截至二零零八年三月三十一日止九個月，本公司一直遵守創業板上市規則第5.34條至5.45條所載之董事會常規及程序。

董事

於本報告刊發日期，執行董事為黃少康先生、柳林先生及周兆光先生，非執行董事為葉三閻先生，而獨立非執行董事為魯煒先生、方福偉先生及張仲衛先生。

承董事會命
主席
黃少康

香港，二零零八年五月九日

BOARD PRACTICES AND PROCEDURES

During the nine months ended 31 March 2008, the Company has complied with the board practices and procedures as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.

DIRECTORS

As at the date of this report, the executive Directors are Mr. Huang Shaokang, Mr. Liu Lin and Mr. Chow Siu Kwong and the non-executive director is Mr. Yip Sam Lo and the independent non-executive Directors are Mr. Lu Wei, Mr. Fong Fuk Wai and Mr. Chang Chung Wai.

By the order of the Board
HUANG Shaokang
Chairman

Hong Kong, 9 May 2008