



# Heng Xin China Holdings Limited 恒芯中國控股有限公司\*

*(Incorporated in Bermuda with limited liability)*  
(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8046)

**Third Quarterly Report 2008/2009**  
二零零八年/二零零九年第三季業績報告

## IMPORTANT NOTICE

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## 重要事項

### 香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

創業板的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。有意投資之人士應瞭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使然，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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本報告乃遵照香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）之規定提供有關本公司之資料。恒芯中國控股有限公司各董事（「董事」）對本報告所載資料願共同及個別承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各主要方面均為準確及完整，且無誤導成份；(2)本報告並無遺漏其他事項致使本報告所載內容有所誤導；及(3)本報告所載一切意見已經審慎周詳考慮，並以公平及合理之基準與假設為基礎。

## RESULTS

The board of Directors (the "Board") of Heng Xin China Holdings Limited (the "Company") is pleased to announce 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 2009 together with the comparative unaudited figures for the corresponding periods in 2008.

## 業績

恒芯中國控股有限公司(「本公司」)董事會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至二零零九年三月三十一日止三個月及九個月之未經審核綜合業績，連同二零零八年同期供比較之未經審核數字。

|   |                      | Note<br>附註 | Three months<br>ended 31 March<br>截至三月三十一日<br>止三個月        |   | Nine months ended<br>31 March<br>截至三月三十一日<br>止六個月         |   |
|---|----------------------|------------|---|---|---|---|
|   |                      |            | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Turnover  | 營業額                  | 3          | 106,977   | 7,240   | 172,065   | 23,101  |
| Cost of sales   | 銷售成本                 |            | (52,388)  | (7,150)   | (67,966)  | (22,712)  |
| Gross profit  | 毛利                   |            | 54,589  | 90  | 104,099   | 389   |
| Other income  | 其他收入                 | 3          | 48  | 135   | 9,179   | 1,112   |
| Selling and marketing expenses                        | 銷售及市場推廣開支            |            | (870)   | —   | (1,820)   | —   |
| Other operating expenses                              | 其他經營費用               | 4          | (15,020)  | (13,885)  | (34,199)  | (21,673)  |
| Profit/(loss) from operations                         | 經營溢利/(虧損)            |            | 38,747  | (13,660)  | 77,259  | (20,172)  |
| Impairment loss on<br>available-for-sale investments  | 可供出售投資之減值虧損          |            | 288   | —   | (2,174)   | —   |
| Loss on disposal of<br>available-for-sale investments | 出售可供出售投資之虧損          |            | (791)   | —   | (791)   | —   |
| Finance costs   | 融資成本                 |            | (12)  | —   | (61)  | —   |
| Profit/(loss) before income tax                       | 扣除所得稅前溢利/(虧損)        | 4          | 38,232  | (13,660)  | 74,233  | (20,172)  |
| Income tax credit/(expenses)                          | 所得稅抵免/(開支)           | 5          | 3,945   | —   | (151)   | —   |
| Profit/(loss) for the period                          | 期內溢利/(虧損)            |            | 42,177  | (13,660)  | 74,082  | (20,172)  |
| Attributable to:                                      | 其中：                  |            |   |   |   |   |
| Equity holders of the Company                         | 本公司股權持有人             |            | 39,398  | (13,660)  | 70,356  | (20,172)  |
| Minority interests                                    | 少數股東權益               |            | 2,779   | —   | 3,726   | —   |
|   |                      |            | 42,177  | (13,660)  | 74,082  | (20,172)  |
| Earnings/(loss) per share<br>(expressed in HK cent)   | 每股盈利/(虧損)<br>(以港仙列值) |            |   |   |   |   |
| — basic   | — 基本                 | 6          | 3.57  | (2.45)  | 7.66  | (3.64)  |
| — diluted   | — 攤薄                 |            | 2.92  | (2.45)  | 6.50  | (3.64)  |
| Dividends   | 股息                   | 7          | —   | —   | —   | —   |



Notes:

## 1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in Bermuda on 9 September 2002 under the Companies Act 1981 of Bermuda (as amended). The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

The Company is an investment holding company. The shares of the Company were listed on the GEM of the Stock Exchange on 16 April 2003.

The principal subsidiaries of the Company are engaged in the research, design, development on and manufacturing of electronic message security products, integrated circuits, radio frequency identification ("RFID") chips and related devices and systems, and the integrated circuit solutions and the related services.

### The Major Acquisitions

On 16 September 2008, ordinary resolutions were passed at the special general meeting of the Company in relation to (1) the sale and purchase agreement entered into among the Group, Easy Mount Enterprises Limited ("Easy Mount"), Lomond Group Limited, Mr. Li Haoping and Mr. Ho Wai Jung to acquire the entire equity interest of Star Hub Investments Limited (together with its subsidiaries, the "Star Hub Group"), a company established in the British Virgin Island ("BVI") with limited liability which is wholly owned by Easy Mount, at a total maximum consideration of HK\$215.05 million (the "Jinqiao Hengtai Acquisition"); and (2) the sale and purchase agreement entered into among the Group, Mind Smart Group Limited ("Mind Smart"), Team Effort Investments Limited, Mr. Choi Chung Lam, and Mr. Lu Xing to acquire the entire equity interest of Sino Will Limited (together with its subsidiaries, the "Sino Will Group"), a company incorporated in BVI with limited liability which is wholly and beneficially owned by Mind Smart, at a total maximum consideration of HK\$334.4 million (the "Huzhou Maxium Acquisition"). The acquisitions were completed on 23 September 2008 (the "Completion Date"). The settlement of the total consideration for the Jinqiao Hengtai Acquisition and the Huzhou Maxium Acquisition is described below.

附註：

## 1. 一般資料

本公司於二零零二年九月九日根據百慕達一九八一年公司法(經修訂)於百慕達註冊成立為受豁免有限公司。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda。

本公司為一間投資控股公司。本公司股份於二零零三年四月十六日於聯交所創業板上市。

本公司之主要附屬公司從事研究、設計、開發及製造電子資訊安全產品、芯片、無線射頻識別("RFID")芯片及相關裝置系統，以及提供芯片之解決方案及相關服務。

### 重大收購

本公司於二零零八年九月十六日召開之股東特別大會上通過有關下列事項之普通決議案：(1)本集團、Easy Mount Enterprises Limited(「Easy Mount」)、Lomond Group Limited、李浩平先生及何偉頌先生就以最高總代價215,050,000港元收購Star Hub Investments Limited(一間於英屬維爾京群島(「英屬維爾京群島」)成立並由Easy Mount全資擁有之有限公司，Star Hub Investments Limited連同其附屬公司統稱「Star Hub集團」)之全部股本權益而訂立之買賣協議(「金橋恒泰收購」)；及(2)本集團、Mind Smart Group Limited(「Mind Smart」)、Team Effort Investments Limited、蔡忠林先生及路行先生就以最高代價總額334,400,000港元收購Sino Will Limited(一間於英屬維爾京群島註冊成立並由Mind Smart全資實益擁有之有限公司，Sino Will Limited連同其附屬公司統稱「Sino Will集團」)之全部股本權益而訂立之買賣協議(「湖州明芯收購」)。該等收購已於二零零八年九月二十三日(「完成日」)完成。金橋恒泰收購及湖州明芯收購總代價之支付方式於下文敘述。

## 1. GENERAL INFORMATION (Continued)

### The Major Acquisitions (Continued)

The consideration for the Jinqiao Hengtai Acquisition of HK\$215.05 million has been satisfied (i) as to HK\$5 million in cash and (ii) as to HK\$73.5 million by the issue of the convertible notes at the initial conversion price of HK\$0.34 (the "Convertible Notes") on the Completion Date. On 26 March 2009, the Board announces that the earnings before interest, taxes, depreciation and amortisation ("EBITDA") of the audited consolidated financial statement of the Star Hub Group for the period from the Completion Date to 31 December 2008 in relation to the Jinqiao Hengtai Acquisition was approximately HK\$17.3 million and therefore the EBITDA commitment of RMB12 million for the period ended 31 December 2008 has been met. An aggregate of HK\$31.5 million principal amount of Convertible Notes was required and had been issued to Easy Mount. The balance of the total consideration is to be satisfied as to HK\$105.0 million by the issue of the Convertible Notes in accordance with the EBITDA commitment on or around the 70th day after 30 September 2009 if the EBITDA commitment of RMB 24 million shall have been met.

The consideration for the Huzhou Maxium Acquisition of HK\$334.4 million has been satisfied (i) as to HK\$15 million in cash; (ii) as to HK\$111.8 million by the issue of the Convertible Notes on the Completion Date. On 26 March 2009, the Board also announces that the EBITDA of the audited consolidated financial statement of the Sino Will Group for the period from the Completion Date to 31 December 2008 in relation to the Huzhou Maxium Acquisition was approximately HK\$28.0 million and therefore the EBITDA commitment of RMB18 million for the period ended 31 December 2008 has been met. An aggregate of HK\$47.9 million principal amount of Convertible Notes was required and had been issued to Mind Smart. The balance of the total consideration is to be satisfied as to HK\$159.7 million by the issue of the Convertible Notes in accordance with the EBITDA commitment on or around the 70th day after 30 September 2009 if the EBITDA commitment of RMB 36 million shall have been met.

Details of the acquisitions are set out in the circular dated 29 August 2008 and the announcement dated 23 September 2008 of the Company respectively.

On 29 September 2008, the Company approved conversion notices from the vendors of the Jinqiao Hengtai Acquisition and the Huzhou Maxium Acquisition in relation to the exercise of the conversion rights attached to the consideration Convertible Notes in the aggregate principal amount of HK\$185.3 million (the "Conversion"). As a result of the Conversion, an aggregate of 545,022,000 new shares were issued by the Company on 30 September 2008 and the total issued ordinary shares of the Company has been increased to 1,103,022,000 shares.

## 1. 一般資料 (續)

### 重大收購 (續)

金橋恒泰收購之代價215,050,000港元以如下方式支付：(i)5,000,000港元已以現金支付及(ii)73,500,000港元已透過於完成日按0.34港元之初步兌換價發行可換股票據(「可換股票據」)之方式支付。董事會於二零零九年三月二十六日宣佈，Star Hub集團之經審核綜合財務報表中自完成日起至二零零八年十二月三十一日止期間與金橋恒泰收購有關之扣除利息、稅項、折舊及攤銷前盈利(「EBITDA」)約為17,300,000港元，因此截至二零零八年十二月三十一日止期間之EBITDA承諾人民幣12,000,000元已獲達成。本金總額為31,500,000港元之可換股票據須予發行並已發行予Easy Mount。總代價之餘額105,000,000港元將透過於二零零九年九月三十日起計第七十天當日或前後按EBITDA承諾之金額人民幣24,000,000元(倘EBITDA承諾已獲達成)發行可換股票據之方式支付。

湖州明芯收購之代價334,400,000港元以如下方式支付：(i)15,000,000港元已以現金支付；(ii)111,800,000港元已透過於完成日發行可換股票據之方式支付。於二零零九年三月二十六日，董事會亦宣佈，Sino Will集團之經審核綜合財務報表中自完成日起至二零零八年十二月三十一日止期間與湖州明芯收購有關之EBITDA約為28,000,000港元，因此截至二零零八年十二月三十一日止期間之EBITDA承諾人民幣18,000,000元已獲達成。本金總額為47,900,000港元之可換股票據須予發行並已發行予Mind Smart。總代價之餘額159,700,000港元將透過於二零零九年九月三十日起計第七十天當日或前後按EBITDA承諾之金額人民幣36,000,000元(倘EBITDA承諾已獲達成)發行可換股票據之方式支付。

收購詳情載於本公司日期分別為二零零八年八月二十九日之通函及二零零八年九月二十三日之公告。

於二零零八年九月二十九日，本公司批准金橋恒泰收購及湖州明芯收購之賣方發出有關行使本金總額為185,300,000港元之代價可換股票據所附兌換權利(「兌換」)之兌換通告。本公司於二零零八年九月三十日因兌換而發行合共545,022,000股新股份，而本公司之已發行普通股股份已增加至1,103,022,000股。



## 1. GENERAL INFORMATION (Continued)

### Change of Company Name

As set out in the announcement of the Company dated 12 January 2008, the name of the Company was changed from “Tiger Tech Holdings Limited” to “Heng Xin China Holdings Limited” and the Chinese name was changed correspondingly from “老虎科技(控股)有限公司” to “恒芯中國控股有限公司”. The Certificate of Incorporation on change of name was issued by Registrar of Companies in Bermuda on 28 November 2008 certifying that the change of the name of the Company was registered on 24 November 2008. The name change reflects the focus of the Group in the information technology related businesses in the PRC.

## 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited consolidated results for the nine months ended 31 March 2009 have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure requirements of the GEM Listing Rules.

The unaudited consolidated accounts have been prepared on the historical cost basis except for the financial instruments, which are measured at fair value. The accounting policies and methods of computation used in the preparation of the unaudited consolidated accounts are consistent with those used in the annual financial statements for the year ended 30 June 2008. These unaudited consolidated results should be read in conjunction with the Company’s annual report for the year ended 30 June 2008. Those new accounting standards, amendments to accounting standards and interpretations which are mandatory for financial year ending 30 June 2009 have no material impact on the Group.

The unaudited consolidated accounts have not been audited by the auditors of the Company, but have been reviewed by the Company’s audit committee.

## 1. 一般資料 (續)

### 公司名稱之更改

如本公司日期為二零零八年一月十二日之公告所載，本公司名稱已由「Tiger Tech Holdings Limited」更改為「Heng Xin China Holdings Limited」，而中文名稱亦相應由「老虎科技(控股)有限公司」更改為「恒芯中國控股有限公司」。百慕達公司註冊處已於二零零八年十一月二十八日簽發更改名稱之法團註冊證書，證明本公司已於二零零八年十一月二十四日登記本公司名稱之更改。公司更改名稱反映了本集團將重心放在中國之資訊科技相關業務。

## 2. 編製基準及會計政策

截至二零零九年三月三十一日止九個月之未經審核綜合業績乃按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」)及創業板上市規則之適用披露規定編製。

未經審核綜合賬目乃根據歷史成本基準編製，惟金融工具乃以公平值計量。編製未經審核綜合賬目所採用之會計政策及計算方法與編製截至二零零八年六月三十日止年度之年度財務報表所採用者一致。該等未經審核綜合業績應與本公司截至二零零八年六月三十日止年度之年報一併閱讀。須於截至二零零九年六月三十日止財政年度採用之新訂會計準則、會計準則之修訂及詮釋不會對本集團構成重大影響。

未經審核綜合賬目未經本公司核數師審核，但已經本公司之審核委員會審閱。

### 3. TURNOVER AND REVENUE

During the nine months ended 31 March 2008, the turnover of the Group was entirely derived from the trading of computer parts in Hong Kong.

During the nine months ended 31 March 2009, the turnover of the Group was derived from the following business segments:

- research, design, manufacturing and trading of information safety products and equipment integration business;
- research, design, manufacturing and trading of wireless digital audio products and related solutions and services; and
- trading of computer parts.

Turnover and revenue recognised by category during the three months and nine months ended 31 March 2009 are as follows:

### 3. 營業額及收益

截至二零零八年三月三十一日止九個月，本集團之營業額全部來自香港之電腦配件貿易。

截至二零零九年三月三十一日止九個月，本集團之營業額來自以下業務分部：

- 研究、設計、製造及買賣信息安全產品及設備集成業務；
- 研究、設計、製造及買賣無線數字音頻產品及相關解決方案及服務；及
- 電腦配件貿易。

截至二零零九年三月三十一日止三個月及九個月之營業額及收益分類確認如下：

|  |                | Three months ended 31 March<br>截至三月三十一日止三個月               |   | Nine months ended 31 March<br>截至三月三十一日止六個月                |   |
|--|----------------|---|---|---|---|
|  |                | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Turnover   | 營業額            |   |   |   |   |
| Information safety products and equipment integration business | 信息安全產品及設備集成業務  | 90,610  | —   | 113,395   | —   |
| Wireless digital audio products business                       | 無線數字音頻產品業務     | 16,367  | —   | 53,972  | —   |
| Sales of computer parts  | 電腦配件銷售         | —   | 7,240   | 4,698   | 23,101  |
|  |                | <b>106,977</b>  | 7,240   | <b>172,065</b>  | 23,101  |
| Other income   | 其他收入           |   |   |   |   |
| Bank interest income   | 銀行利息收入         | 3   | 135   | 60  | 1,101   |
| Dividend income from available-for-sale investments            | 可供出售投資之股息收入    | —   | —   | —   | 11  |
| Gain on disposal of a subsidiary                               | 出售一間附屬公司之收益    | 20  | —   | 20  | —   |
| Realised gain on disposal of available-for-sale investments    | 出售可供出售投資之已變現收益 | —   | —   | 7,295   | —   |
| Other income   | 其他收入           | 25  | —   | 1,804   | —   |
|  |                | <b>48</b>   | 135   | <b>9,179</b>  | 1,112   |



#### 4. PROFIT/ (LOSS) BEFORE INCOME TAX

The Group's profit/ (loss) before income tax is arrived at after charging/(crediting):

|  |                  | Three months ended 31 March<br>截至三月三十一日<br>止三個月           |   | Nine months ended 31 March<br>截至三月三十一日<br>止六個月            |   |
|--|------------------|---|---|---|---|
|  |                  | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Cost of inventories sold                           | 存貨銷售成本           | 52,388  | 7,150   | 67,966  | 22,712  |
| Other Operating Expenses                           | 其他經營費用           |   |   |   |   |
| Depreciation and amortisation                      | 折舊及攤銷            | 309   | 139   | 815   | 335   |
| Operating lease charges on premises                | 物業之經營租賃費用        | 721   | 581   | 2,122   | 914   |
| Provision for doubtful debts                       | 呆賬撥備             | —   | —   | —   | 2,286   |
| Staff costs (including Directors' remuneration)    | 員工成本<br>(包括董事酬金) |   |   |   |   |
| — salaries and allowances                          | — 薪金及津貼          | 1,974   | 835   | 6,758   | 2,761   |
| — equity-settled share option expenses             | — 以股本結算<br>購股權費用 | 7,823   | —   | 13,648  | —   |
| Impairment loss on available-for-sale investments  | 可供出售投資<br>減值虧損   | (288)   | 9,245   | 2,174   | 10,350  |
| Loss on disposal of available-for-sale investments | 出售可供出售投資<br>之虧損  | 791   | —   | 791   | —   |

#### 5. INCOME TAX CREDIT/(EXPENSES)

Pursuant to the relevant laws and regulations in the PRC, subsidiaries of the Company in PRC are entitled to exemption from the PRC enterprise income tax ("EIT") for two years commencing from its first profit making year of operation, and thereafter, it is entitled to 50% relief from EIT for the following three years. As such, over-provision for EIT made in the previous period was reversed during the third quarter ended 31 March 2009.

Hong Kong profits tax has not been provided as the Company and its subsidiaries in Hong Kong have no assessable profits for the current and prior periods.

#### 4. 扣除所得稅前溢利／(虧損)

本集團之扣除所得稅前溢利／(虧損)乃扣除／(計及)下列各項後得出：

|  |                  | Three months ended 31 March<br>截至三月三十一日<br>止三個月           |   | Nine months ended 31 March<br>截至三月三十一日<br>止六個月            |   |
|--|------------------|---|---|---|---|
|  |                  | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Cost of inventories sold                           | 存貨銷售成本           | 52,388  | 7,150   | 67,966  | 22,712  |
| Other Operating Expenses                           | 其他經營費用           |   |   |   |   |
| Depreciation and amortisation                      | 折舊及攤銷            | 309   | 139   | 815   | 335   |
| Operating lease charges on premises                | 物業之經營租賃費用        | 721   | 581   | 2,122   | 914   |
| Provision for doubtful debts                       | 呆賬撥備             | —   | —   | —   | 2,286   |
| Staff costs (including Directors' remuneration)    | 員工成本<br>(包括董事酬金) |   |   |   |   |
| — salaries and allowances                          | — 薪金及津貼          | 1,974   | 835   | 6,758   | 2,761   |
| — equity-settled share option expenses             | — 以股本結算<br>購股權費用 | 7,823   | —   | 13,648  | —   |
| Impairment loss on available-for-sale investments  | 可供出售投資<br>減值虧損   | (288)   | 9,245   | 2,174   | 10,350  |
| Loss on disposal of available-for-sale investments | 出售可供出售投資<br>之虧損  | 791   | —   | 791   | —   |

#### 5. 所得稅抵免／(開支)

根據中國相關法律及法規，本公司之中國附屬公司有權自營運後首個獲利年度起兩年獲豁免繳納中國企業所得稅(「企業所得稅」)，隨後三年獲減免50%企業所得稅。因此，於上一期間就企業所得稅作出之超額撥備於截至二零零九年三月三十一日止第三季度撥回。

由於本公司及其香港附屬公司於本期間及過往期間並無應課稅溢利，故並無就香港利得稅作出撥備。



## 6. EARNINGS/(LOSS) PER SHARE

### (a) Basic earnings/(loss) per share

Basic earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

## 6. 每股盈利／(虧損)

### (a) 每股基本盈利／(虧損)

每股基本盈利／(虧損)乃按本公司股權持有人應佔溢利／(虧損)除以期內已發行普通股加權平均數計算。

|  |                            | Three months ended 31 March<br>截至三月三十一日<br>止三個月 |  | Nine months ended 31 March<br>截至三月三十一日<br>止六個月 |  |
|--|----------------------------|---|--|--|--|
|  |                            | 2009<br>二零零九年<br>(Unaudited)<br>(未經審核)          | 2008<br>二零零八年<br>(Unaudited)<br>(未經審核) | 2009<br>二零零九年<br>(Unaudited)<br>(未經審核)         | 2008<br>二零零八年<br>(Unaudited)<br>(未經審核) |
| Profit/(loss) attributable to the equity holders of the Company (HK\$'000) | 本公司股權持有人應佔溢利／(虧損)<br>(千港元) | 39,398  | (13,660)                               | 70,356   | (20,172)                               |
| Weighted average number of ordinary shares in issue (thousands)            | 已發行普通股加權平均數(千股)            | 1,103,022                                       | 558,000                                | 918,658  | 553,694                                |
| Basic earnings/(loss) per share (HK cent)                                  | 每股基本盈利／(虧損)(港仙)            | 3.57  | (2.45)                                 | 7.66   | (3.64)                                 |

### (b) Diluted earnings/(loss) per share

Diluted earnings/(loss) per share is calculated by dividing the profit/(loss) attributable to the equity holders of the Company by the total of the weighted average number of ordinary shares in issue during the period and the weighted average number of ordinary shares assumed to have been issued on the deemed conversion of all convertible notes and the deemed exercise of all share options outstanding during the period.

### (b) 每股攤薄盈利／(虧損)

每股攤薄盈利／(虧損)乃按本公司股權持有人應佔溢利／(虧損)·除以期內已發行普通股加權平均數與假設於期內被視為兌換全部尚未行使可換股票據及被視為行使全部尚未行使購股權而發行之普通股加權平均數之總和計算。



6. EARNINGS/(LOSS) PER SHARE (Continued)

(b) Diluted earnings/(loss) per share (Continued)

|   |                                      | Three months ended 31 March<br>截至三月三十一日<br>止三個月           |   | Nine months ended 31 March<br>截至三月三十一日<br>止六個月            |   |
|---|--------------------------------------|---|---|---|---|
|   |                                      | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2009<br>二零零九年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) | 2008<br>二零零八年<br>HK\$'000<br>千港元<br>(Unaudited)<br>(未經審核) |
| Profit/(loss) attributable to the equity holders of the Company (HK\$'000)  | 本公司股權持有人應佔溢利／(虧損) (千港元)              | 39,398  | (13,660)  | 70,356  | (20,172)  |
| Weighted average number of ordinary shares in issue (thousands)   | 已發行普通股加權平均數 (千股)                     | 1,103,022   | 558,000   | 918,658   | 553,694   |
| Weighted average number of ordinary shares in issue on the deemed conversion of all convertible notes outstanding during the period (thousands) | 期內就被視為兌換全部尚未行使可換股票據而發行之普通股加權平均數 (千股) | 233,581   | —   | 160,534   | —   |
| Weighted average number of ordinary shares in issue on the deemed exercise of all share options outstanding during the period (thousands)       | 期內就被視為行使全部尚未行使購股權而發行之普通股加權平均數 (千股)   | 11,556  | —   | 3,782   | —   |
|   |                                      | 1,348,159   | 558,000   | 1,082,974   | 553,694   |
| Diluted earnings/(loss) per share (HK cent)   | 每股攤薄盈利／(虧損) (港仙)                     | 2.92  | (2.45)  | 6.50  | (3.64)  |

6. 每股盈利／(虧損) (續)

(b) 每股攤薄盈利／(虧損) (續)

7. INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 31 March 2009 (2008: Nil).

7. 中期股息

董事會不建議派發截至二零零九年三月三十一日止九個月之中期股息(二零零八年：無)。



8. RESERVES

8. 儲備

Attributable to the equity holders of the Company  
屬於本公司股權持有人

|  |                              | Share<br>premium | Warrant<br>reserve | Capital<br>reserve | Exchange<br>fluctuation<br>reserve | Investment<br>valuation<br>reserve | Share<br>options<br>reserve | (Accumulated<br>losses)/<br>Retained<br>earnings | Total          |
|--|------------------------------|------------------|--------------------|--------------------|------------------------------------|------------------------------------|-----------------------------|--|----------------|
|  |                              | 股份溢價             | 認股權證<br>儲備         | 資本儲備               | 匯兌儲備                               | 投資估值<br>儲備                         | 購股權儲備                       | (累計虧損)<br>／保留盈利                                  | 總計             |
|  |                              | HK\$'000         | HK\$'000           | HK\$'000           | HK\$'000                           | HK\$'000                           | HK\$'000                    | HK\$'000   | HK\$'000       |
|  |                              | 千港元              | 千港元                | 千港元                | 千港元                                | 千港元                                | 千港元                         | 千港元  | 千港元            |
| Balance at 1 July 2007   | 於二零零七年<br>七月一日之結餘            | 36,850           | —                  | (595)              | 45                                 | —                                  | —                           | (39,018)   | (2,718)        |
| Warrants issued  | 已發行認股權證                      | —                | 7,440              | —                  | —                                  | —                                  | —                           | —  | 7,440          |
| Exercise of warrants   | 行使認股權證                       | 73,470           | (7,440)            | —                  | —                                  | —                                  | —                           | —  | 66,030         |
| Loss for the nine months<br>ended 31 March 2008  | 截至二零零八年<br>三月三十一日止<br>九個月之虧損 | —                | —                  | —                  | —                                  | —                                  | —                           | (20,172)   | (20,172)       |
| <b>Balance at 31 March 2008</b>  | 於二零零八年<br>三月三十一日<br>之結餘      | <b>110,320</b>   | <b>—</b>           | <b>(595)</b>       | <b>45</b>                          | <b>—</b>                           | <b>—</b>                    | <b>(59,190)</b>                                  | <b>50,580</b>  |
| Balance at 1 July 2008   | 於二零零八年<br>七月一日之結餘            | 110,320          | —                  | (595)              | 45                                 | 5,834                              | —                           | (54,856)   | 60,748         |
| Shares issued  | 已發行股份                        | 186,162          | —                  | —                  | —                                  | —                                  | —                           | —  | 186,162        |
| Exchange adjustment<br>on translation of<br>financial statements of<br>overseas subsidiaries | 換算海外附屬公司<br>財務報表之<br>匯兌調整    | —                | —                  | —                  | 714                                | —                                  | —                           | —  | 714            |
| Change in fair value<br>of available-for-sale<br>investment                                  | 可供出售投資之<br>公平值變動             | —                | —                  | —                  | —                                  | (5,362)                            | —                           | —  | (5,362)        |
| Recognition of equity<br>settled share-based<br>payments                                     | 確認以股本結算<br>股份支付款項            | —                | —                  | —                  | —                                  | —                                  | 14,738                      | —  | 14,738         |
| Profit for the nine months<br>ended 31 March 2009  | 截至二零零九年<br>三月三十一日止<br>九個月之溢利 | —                | —                  | —                  | —                                  | —                                  | —                           | 70,356   | 70,356         |
| <b>Balance at 31 March 2009</b>  | 於二零零九年<br>三月三十一日<br>之結餘      | <b>296,482</b>   | <b>—</b>           | <b>(595)</b>       | <b>(669)</b>                       | <b>472</b>                         | <b>14,738</b>               | <b>15,500</b>                                    | <b>325,928</b> |



## MANAGEMENT DISCUSSIONS AND ANALYSIS

### Financial review

For the nine months ended 31 March 2009, the Group recorded a consolidated turnover of approximately HK\$172.1 million, representing an increase of approximately 645% when compared to approximately HK\$23.1 million for the corresponding period in the last financial year. Approximately 97% of the turnover is generated from the sales of integrated circuits and related system solutions and services. For the most recent quarter ended 31 March 2009, it also marked the initial recognition of contract revenues from the Hunan mobile TV project. In light of the Group's focus on higher margin business since the acquisitions, gross profit margin of the Group improved significantly from approximately 1.7% for the corresponding period of last financial year to approximately 60.5% for the current nine-month period. However, it is expected that as the products/services mix of the Group changes over the phases of the underlying contracts, notably between device sales and system/software sales, the profit margin of the Group may, as a consequence, fluctuate at the high margins reflecting the nature of such sales mix.

Other operating expenses amounted to HK\$34.2 million for the nine months ended 31 March 2009 and included the non-cash costs of equity-settled share options of approximately HK\$13.6 million related to the grants of share options under the share option scheme of the Company. The other operating expenses comprised mainly staff costs, office rentals and legal and professional expenses. During the review period, 55,000,000 and 80,000,000 share options were granted in July 2008 and February 2009 respectively. Though the 55,000,000 share options were subsequently cancelled in October 2008, the related equity-settled share options expenses amounting to approximately HK\$5.8 million had been recognised in the second quarter results and could not be reversed in the accounts in accordance with HKFRS. In February 2009, as published in the Company's announcement dated 17 February 2009, an adviser has been appointed by the Group for one year to promote and enhance investor interest and potential investment in the Group and the Company has conditionally granted to the adviser share options to subscribe for 60,000,000 shares at the exercise price of HK\$0.305 per share.

## 管理層討論及分析

### 財務回顧

於截至二零零九年三月三十一日止九個月，本集團錄得綜合營業額約172,100,000港元，較上一財政年度同期之約23,100,000港元增加約645%。約97%之營業額來自銷售芯片及相關系統解決方案及服務。於截至二零零九年三月三十一日止之最近季度，來自湖南移動電視項目之合約收入亦已首次入賬。由於自收購後本集團之重心在於較高利潤率之業務，故本集團之毛利率由上一財政年度同期約1.7%大幅改善為本九個月期間約60.5%。然而，由於本集團之產品／服務組合，特別是裝置銷售及系統／軟件銷售將隨著相關合約之階段而變化，預期本集團之邊際利潤有可能在高位出現波動，反映有關銷售組合性質。

截至二零零九年三月三十一日止九個月之其他經營費用約34,200,000港元，包括根據本公司購股權計劃授出之購股權有關之以股本結算購股權非現金成本約13,600,000港元。其他經營費用包括員工成本、辦公室租金以及法律及專業費用。於回顧期間，分別於二零零八年七月及二零零九年二月授出55,000,000及80,000,000份購股權。儘管該55,000,000份購股權隨後於二零零八年十月註銷，惟以股本結算之有關購股權費用約5,800,000港元已於第二季度業績中確認，並根據香港財務報告準則不得於賬目中撥回。如本公司日期為二零零九年二月十七日之公告所載，於二零零九年二月，本集團委聘一名顧問，聘期一年，以促進及提升投資者於本集團之利益及潛在投資，而本公司已有條件地向顧問授出購股權，可以按行使價每股0.305港元認購60,000,000股股份。



The profit attributable to equity holders amounted to approximately HK\$70.4 million for the nine months ended 31 March 2009, compared to loss attributable to equity holders of approximately HK\$20.2 million in the corresponding period in the previous financial year. Basic earnings per share was approximately HK\$0.0766, compared to basic loss per share of approximately HK\$0.0364 for the corresponding period of the last year.

Responding to the market uncertainties and downturn, the Group has managed its securities trading by disposing a subsidiary at its net book value in February 2009. Non-recurring impairment loss and loss on disposal in the amount of approximately HK\$3.0 million pertaining to the disposed available-for-sale investments were reflected in the results.

As at 31 March 2009, the cash and bank balances of the Group amounted to approximately HK\$28.2 million. The Group has no long-term borrowing and the gearing ratio of the Group, calculated as total borrowings over total assets, was zero (31 March 2008: 0.03).

## Business review and prospects

During the nine months ended 31 March 2009, the Group concentrated its efforts in business and product development and attained early success in sales and marketing of its products and services. The first shipment of systems and devices for the Hunan mobile TV project (detailed below) was made during the third quarter resulting in the recognition of contracting revenues of approximately HK\$65.0 million. Due to the heavier weighting of device-related deliveries during the quarter, which has a relatively lower margin, the nine-month gross profit margin reduced to approximately 60.5% from approximately 76.1% in the second quarter.

### (i) Information safety products and equipment integration business

The turnover for the nine months ended 31 March 2009 generated from the encrypted integrated circuits and the derived integrated business amounted to approximately HK\$113.4 million or approximately 66% of the total turnover.

截至二零零九年三月三十一日止九個月，股權持有人應佔溢利約70,400,000港元，而上一財政年度同期股權持有人應佔虧損約20,200,000港元。每股基本盈利約0.0766港元，而去年同期則錄得每股基本虧損約0.0364港元。

為應付市場不確定因素及經濟衰退，本集團已於二零零九年二月以賬面淨值出售一間附屬公司以管理其證券買賣。與可供出售投資有關之非經常性減值虧損及出售虧損約3,000,000港元已於業績中反映。

於二零零九年三月三十一日，本集團之現金及銀行結餘約為28,200,000港元。本集團並無長期借款，而本集團之資本負債比率（按總借款除以總資產計算）為0（二零零八年三月三十一日：0.03）。

## 業務回顧及前景

截至二零零九年三月三十一日止九個月期間，本集團專注於業務及產品開發，並已在銷售及推廣其產品及服務方面初步取得成功。供應予湖南移動電視項目（詳情見下文）的首批系統及裝置已於第三季度付運，因而確認合約收入約65,000,000港元。由於利潤較低之裝置相關之付運在本季佔較大比重，故此九個月之毛利率由第二季度約76.1%下降至約60.5%。

### (i) 信息安全產品及設備集成業務

截至二零零九年三月三十一日，共九個月的營業額中，加密芯片及其衍生的設備集成業務的營業額達到約1.134億港元，佔集團總營業額約66%。



Building on the strength of its core techniques and collaborating with a large number of business partners, the Group has become the main contractor of the operating platform for Hunan Mobile TV Co., Ltd (“Hunan Mobile TV”) providing all the software and hardware for the headed devices (including core software, encoders and transmission stations) and the ended devices (such as digital television set-top boxes) as well as contracting services of technological research and development. Meanwhile, the Group has secured a long-term after-sales technical service contract which actualise substantial returns and contributing to more sustainable source of after-sales profits.

Approximately 70% of the revenue in the third quarter of this segment was derived from the construction project of the ground wireless digital television operating platform, which is jointly developed with Hunan Mobile TV. The construction of the project has just commenced. It is expected that, over the next three years, in Hunan alone there will be a demand for 4 million to 5 million units of digital set-top boxes which would generate sales income in the tune of approximately HK\$2 billion to the Group. Moreover, the subsequent value-added after-sales business and technical services will continue to support a steady and robust income level for the Group.

Continuing the success in the implementation of the mobile TV project in Hunan, the Group has secured similar projects in other provinces of mainland China, such as Henan, Hebei, Hubei, Inner Mongolia. The profit of the Group is expected to grow rapidly once these operation is formally launched.

Directionally, the Group is also in the process of seeking cooperation opportunities with digital cable TV operators by assisting them to attract end-users to migrate from their current analogue TV transmission to wireless ground TV transmission. TV operators from a number of the provinces have indicated their intent to such business cooperation. Potentially, this may involve over tens of millions of end-users to be covered. With the development of these new business opportunities, sales performance of the Company is expected to grow significantly.

本集團利用自身的核心技術優勢及與眾多業務夥伴合作，取得了湖南廣電移動電視有限公司（「湖南移動公司」）的運營平台建設總承建商地位，提供從前端裝置（包括核心軟件、編碼器、發射台站）到終端裝置（如數字電視機頂盒）的全部軟、硬體，以及承包技術研發。本集團亦獲得了後續長期的技術服務合同，不但實現高額回報之餘，亦帶來可觀的利潤回報。

該分部於第三季度約70%收益來源於和湖南移動公司合作的地面無線數字電視營運平台的建設項目。該項目的建設才剛剛啟動，預期在未來3年內僅僅在湖南便將有400萬至500萬台數字機頂盒的需求，可為本集團帶來近20億元的銷售收入，後續的增值業務和技術服務也會為本集團帶來持續穩定的可觀收入。

鑒於本集團持續成功落實於湖南之流動電視項目，因此本集團已在其他各省，包括河南、河北、湖北、內蒙古等獲得類似項目。隨著這些合作的正式啟動，預期本集團的利潤會以高速增長。

就發展方向而言，本集團正在謀求與有線數字電視運營商合作的機會，協助運營商吸引終端用戶從現時的模擬電視發射轉用數字電視發射，並已經得到一些省份表示對有關業務的合作意向，涉及的潛在終端用戶數千上萬。隨著這些新商機逐步發展，預期本集團收益將呈現大幅增長。

(ii) Wireless digital audio products business

The turnover for the nine months ended 31 March 2009 generated from the wireless digital audio products business and the related technical services amounted to approximately HK\$54.0 million or approximately 31% of the Group's total turnover.

Though a large number of contracted orders in this segment has been seriously affected by the outbreak and the spread of the current global financial crisis, according to the feedback from the customers, market demand of our products still exists, only shipment of orders needed to be pushed back. Based on the recent order delivery situation, the market may be ready to pick up in the fourth quarter. In fact, before the onset of the crisis, the Group has made precautionary preparation, such as adopting measures to lower the level of inventories, and making corresponding adjustments in the direction of product research and development based on the stimulus policies launched by the PRC government.

In respect of adjusting the direction of product research and development, the Group has put more efforts in exploring the 3G market by the end of the second quarter and strengthened its cooperation with China Mobile. With the launch of the 3G market-based high value-added products, the Group has evolved as the sole supplier of wireless ended devices for multimedia system for China Mobile for penetrating into the residential communications market. The Group has commenced its supply to the Guangdong branch of China Mobile. In the meantime, China Mobile will launch nation-wide marketing activities of this product series. The rapid development of 3G network will also become a new profit-growth driver for the Group in the future.

In the process of construction of the digital TV operating platform, the Group has identified vast demand for new businesses such as digital communication value-added business, interactive video on-demand, etc. These

(ii) 無線數字音頻產品業務

截至二零零九年三月三十一日共九個月中，無線數字音頻產品及其相關的技術服務的營業額達到約5,400萬港元，佔集團總營業額約31%。

雖然此次全球金融危機的發生和蔓延嚴重影響了該項業務原先已簽訂的大量外銷訂單，但根據客戶反饋，此市場對本集團產品的需求依然存在，只是訂單付運須向後推遲了。從近期的訂單付運情況來看，市場或將於第四季度開始逐步回暖。事實上，本集團在危機來臨之前就已作出預防的準備工作，比如採取減少庫存的措施及依據國家拉動內需的政策對產品研發方向做相應調整等。

在調整產品研發方向上，本集團於第二季度末就加大了在進軍3G市場方面的努力，加強與中國移動公司的業務合作，推出基於3G市場的高附加值產品，目前已成為中國移動公司多媒體系統無線終端裝置的唯一供應商，藉此滲入住宅通訊市場。本集團已開始為中國移動廣東分公司供貨，同時中國移動亦將陸續在全國推廣該系列產品。3G網絡的快速發展將於日後成為本集團新的利潤增長動力。

本集團在承建數字電視運營平台的過程中，也發掘出大量新業務（比如數據通信增值業務、交互點播增值等）需求，這些業務具有軟件附加值高及後續收入增長性高的特點。本



businesses have the features of high value-added software and high growth of after-sales revenue. Capitalising on its considerable matured technologies in the field of multimedia communication, the Group has successfully developed applicable intermediary software and application software in its collaborative development and cooperation with these other business partners. Network trial of the software is in progress and will be gradually applied to the digital TV operating platform. It is expected that these developments would contribute sustained profits for the Group in the future.

The Group retains its focus on products and services deploying its self-designed integrated circuits and at the same time seeks to integrate new technologies such as RFID into its products and solutions. The Group has adopted a pragmatic approach by adjusting its businesses in response to the latest market situations. Building on the technological resource base it has already acquired, the coordinated efforts and experience of its staff and the reinforced management team, the Group is positioned to and will be able to make further results improvements in the near future.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2009, the interests and short positions of the Directors, the chief executives of the Company or their respective associates (as defined in the GEM Listing Rules) in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were required 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 were taken or deemed to have under such provisions of the SFO); or pursuant to Section 352

集團利用本身在多媒體傳輸方面積累的大量成熟技術，與這些其他業務合作伙伴共同開發及發展出合適的中間件軟件及應用軟件，正在進行並網測試，且將逐步應用到數字電視運營平台中，預期這些發展項目能夠為本集團未來帶來持續的利潤。

本集團仍將以應用其自家設計之芯片之產品及服務為重心，同時致力將RFID等新技術融合於產品及解決方案之中。本集團已採納一套務實方法，根據最新市場情況調整其業務。依靠本集團已具備之技術資源基礎及員工與其鞏固之管理團隊之協同努力及經驗，本集團已準備就緒並將可於不久將來進一步提升業績表現。

## 董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債權證之權益及短倉

於二零零九年三月三十一日，本公司董事、主要行政人員或彼等各自之聯繫人（定義見創業板上市規則）於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及第8分部規定須知會本公司及聯交所之權益及短倉（包括彼等根據證券及期貨條例有關條文被當作或視為擁有之權益及短倉）；或根據證券及期貨條例第352條須記錄於該條所述登記冊內之權益及短倉；或根據創業板上市規則有關董事進行證券交易之第



of the SFO, to be entered in the register referred to therein; or pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors, to be notified to the Company and the Stock Exchange were as follows:

5.46條至5.67條須知會本公司及聯交所之權益及短倉如下：

| Name<br>名稱                            | Position<br>職務  | Capacity<br>身份            | Number of<br>shares<br>股份 | Number of<br>underlying<br>shares<br>相關股份<br>(Note 1)<br>(附註1) | Approximate<br>percentage<br>of interests<br>in the issued<br>share capital<br>已發行股本中<br>權益概約<br>百分比 |
|---------------------------------------|---|---------------------------|---------------------------|--|--|
| Mr. Xiao Yan<br>肖彥先生                  | Chief Executive Officer/<br>Executive Director<br>行政總裁/執行董事 | Beneficial owner<br>實益擁有人 | —                         | 2,200,000  | 0.20%  |
| Mr. Feng Yongming<br>馮永明先生            | Executive Director<br>執行董事                                  | Beneficial owner<br>實益擁有人 | —                         | 1,000,000  | 0.09%  |
| Mr. Chan Wai Dune<br>陳維端先生            | Independent non-executive<br>Director<br>獨立非執行董事            | Beneficial owner<br>實益擁有人 | —                         | 1,000,000  | 0.09%  |
| Mr. Wu Fred Fong<br>胡晃先生              | Chief Financial Officer<br>財務總裁                             | Beneficial owner<br>實益擁有人 | 816,000                   | 4,000,000  | 0.44%  |
| Ms. Yu Sau Lai (Note 2)<br>余秀麗女士(附註2) | Executive Director<br>執行董事                                  | Beneficial owner<br>實益擁有人 | —                         | 2,000,000  | 0.18%  |

Notes:

附註：

- The Directors and the chief executives of the Company were granted share options at the exercise price of HK\$0.37 per share on 18 February 2009. The share options would be exercisable during the period from 18 March 2009 to 17 March 2012. These individuals were deemed to be interested in shares of HK\$0.01 each which would fall to be issued upon exercise of their respective share options of the Company under the share option scheme adopted by the Company on 13 March 2003.
- Ms. Yu Sau Lai has resigned as an executive Director with effect from 1 April 2009.

- 於二零零九年二月十八日，本公司董事及主要行政人員獲授行使價為每股0.37港元之購股權。該等購股權可於二零零九年三月十八日至二零一二年三月十七日期間行使。該等人士被視為於根據本公司於二零零三年三月十三日採納之購股權計劃彼等各自獲授之本公司購股權獲行使而須予發行之每股面值0.01港元之股份中擁有權益。
- 余秀麗女士已辭任執行董事，自二零零九年四月一日起生效。

Save as disclosed in this report, at no time during the nine months ended 31 March 2009 was the Company or any of its subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or its associated corporation.

除本報告所披露者外，本公司或其任何附屬公司於截至二零零九年三月三十一日止九個月內任何時間概無以合約其中一方之身份訂立任何安排，致使本公司董事及主要行政人員可藉收購本公司或其相聯法團之股份或債權證而獲得利益。



## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

The register of substantial shareholders maintained under Section 336 of the SFO shows that as at 31 March 2009, the Company had been notified of the following substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital:

### Interests in the shares of the Company

| Name of shareholder<br>股東名稱                   | Number or attributable number of shares or underlying shares held<br>持有之股份或相關股份數目或應佔數目 | Type of interests<br>權益類別                    | Approximate percentage of interests<br>權益概約百分比 |
|---|--|--|--|
| Choi Chung Lam (Note 1)<br>蔡忠林(附註1)           | 836,176,706 (L)  | Interest in controlled corporation<br>受控法團權益 | 75.81%   |
| Team Effort Investments Limited (Note 1)(附註1) | 836,176,706 (L)  | Interest in controlled corporation<br>受控法團權益 | 75.81%   |
| Mind Smart Group Limited (Note 1)(附註1)        | 610,618,000 (L)  | Beneficial owner<br>實益擁有人                    | 55.36%   |
| Li Haoping (Note 2)<br>李浩平(附註2)               | 503,676,353 (L)  | Interest in controlled corporation<br>受控法團權益 | 45.66%   |
| Lomond Group Limited (Note 2)(附註2)            | 503,676,353 (L)  | Interest in controlled corporation<br>受控法團權益 | 45.66%   |
| Easy Mount Enterprises Limited (Note 2)(附註2)  | 401,566,000 (L)  | Beneficial owner<br>實益擁有人                    | 36.41%   |
| Lam Shu Chung (Note 3)<br>林樹松(附註3)            | 112,920,000 (L)  | Interest in controlled corporation<br>受控法團權益 | 10.24%   |
| Orient State Limited (Note 3)(附註3)            | 112,920,000 (L)  | Beneficial owner<br>實益擁有人                    | 10.24%   |

L: Long Position

L: 長倉

Notes:

附註:

1. The entire issued share capital of Mind Smart Group Limited is owned as to 85% by Team Effort Investments Limited and 15% by Mr. Lu Xing. Team Effort Investments Limited is wholly owned by Mr. Choi Chung Lam. Team Effort Investments Limited and Mr. Choi Chung Lam are deemed to be interested in the 610,618,000 shares to be issued upon the exercising of the conversion rights attaching to convertible notes. Mr. Choi Chung Lam is also deemed to be interested in the 225,558,706 shares held by Team Effort Investments Limited.

1. Mind Smart Group Limited之全部已發行股本中由 Team Effort Investments Limited擁有85%及由路行先生擁有15%。Team Effort Investments Limited由蔡忠林先生全資擁有。Team Effort Investments Limited及蔡忠林先生分別被視為於因可換股票據所附之兌換權利獲行使而須予發行之610,618,000股股份中擁有權益。蔡忠林先生亦被視為於Team Effort Investments Limited持有之225,558,706股股份中擁有權益。

## 主要股東於本公司之股份及相關股份之權益及短倉

根據證券及期貨條例第336條置存之主要股東登記冊所載，於二零零九年三月三十一日，本公司已知悉下列持有本公司已發行股本5%或以上之主要股東權益及短倉：

### 於本公司股份之權益

2. The entire issued share capital of Easy Mount Enterprises Limited is owned as to 85% by Lomond Group Limited and 15% by Mr. Ho Wai Jung. Lomond Group Limited is wholly owned by Mr. Li Haoping. Lomond Group Limited and Mr. Li Haoping are deemed to be interested in the 401,566,000 shares to be issued upon the exercising of the conversion rights attaching to convertible notes. Mr. Li Haoping is also deemed to be interested in the 102,110,353 shares held by Lomond Group Limited.
3. The entire issued share capital of Orient State Limited is directly owned by Mr. Lam Shu Chung. Mr. Lam Shu Chung is deemed to be interested in the 112,920,000 shares held by Orient State Limited.

Save as disclosed above, as at 31 March 2009, the Directors or chief executives of the Company were not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company under Section 336 of the SFO.

## EMPLOYEE SHARE OPTION SCHEME

Details of the employee share option scheme approved by the then sole shareholder of the Company on 13 March 2003 were disclosed in the annual report of the Company for the year ended 30 June 2008.

On 16 July 2008, share options were granted to the Director, staff or consultants of the Company and its subsidiaries to acquire for an aggregate of 55,000,000 shares of the Company at an exercise price of HK\$1.07 per share. None of the share options had been exercised since granted and all of the share options granted were subsequently cancelled on 16 October 2008.

On 18 February 2009, share options were granted to the Director, chief executives, staff or consultants of the Company and its subsidiaries to acquire for an aggregate of 80,000,000 shares of the Company at an exercise price of HK\$0.37 per share for a validity period from 18 March 2009 to 17 March 2012. None of the share options had been exercised since granted. Details of the grant of the share options were set out in the announcement of the Company dated 18 February 2009.

2. Easy Mount Enterprises Limited之全部已發行股本中由Lomond Group Limited擁有85%及由何偉頌先生擁有15%。Lomond Group Limited由李浩平先生全資擁有。Lomond Group Limited及李浩平先生分別被視為於因可換股票據所附之兌換權利獲行使而須予發行之401,566,000股股份中擁有權益。李浩平先生亦被視為於Lomond Group Limited持有之102,110,353股股份中擁有權益。
3. Orient State Limited之全部已發行股本乃由林樹松先生直接擁有，林樹松先生被視為於Orient State Limited持有之112,920,000股股份中擁有權益。

除上文所披露者外，於二零零九年三月三十一日，本公司董事或主要行政人員概不知悉有任何其他人士（本公司董事或主要行政人員除外）於本公司之股份或相關股份中，擁有任何根據證券及期貨條例第336條之權益或短倉。

## 僱員購股權計劃

於二零零三年三月十三日當時本公司唯一股東批准之僱員購股權計劃之詳情於本公司截至二零零八年六月三十日止年度之年報中披露。

於二零零八年七月十六日，本公司及其附屬公司之董事、員工或顧問獲授購股權，可以按行使價每股1.07港元認購合共55,000,000股股份。自授出時起並無購股權獲行使，所有授出之購股權已其後於二零零八年十月十六日註銷。

於二零零九年二月十八日，本公司及其附屬公司之董事、主要行政人員、員工或顧問獲授購股權，可以按行使價每股0.37港元認購合共80,000,000股本公司股份，有效期為二零零九年三月十八日至二零一二年三月十七日。自授出時起並無購股權獲行使。購股權授出之詳情載於本公司日期為二零零九年二月十八日之公告。



## LITIGATION

The Company was served on 20 December 2007 a writ of summons (the "Writ") whereby Mr. Chan Hak Kim, the plaintiff (the "Plaintiff") has claimed against Precision Assets Limited, being the first defendant, Mr. Tony Hoo, being the second defendant (the "2nd Defendant") and the Company, being the third defendant (together referred to the "Defendants"). The Plaintiff claims against the Company under a forbearance agreement which was allegedly made partly orally and partly in writing between the Plaintiff and the 2nd Defendant for and on behalf of the Defendants. Mr. Tony Hoo was a former executive Director who was appointed on 11 September 2002 and resigned on 5 June 2007.

The Plaintiff claims (the "Claim") against (1) the Company in the total sum of HK\$5,000,000 by way of two cheques of the Company each being in the amount of HK\$2,500,000 respectively dated 30 June 2007 and 31 October 2007 and which cheques were dishonoured together with interest and cost; and (2) against the Defendants jointly and severally damages in the sum of HK\$25,000,000 and further or in the alternative, the total sum of HK\$5,000,000 due under the afore-mentioned cheques together with interest and costs.

The Company has been advised by its legal adviser that the Plaintiff had no grounds for the Claim and the Company filed its defence on 28 March 2008. On 2 April 2009, the High Court of Hong Kong ordered the matter to be adjourned to 22 July 2009. The Company will keep its shareholders and potential investors informed of any further significant developments.

Save as disclosed above, the Group was not engaged in any litigation or arbitration or claims of material importance which is known to the Directors to be pending or threatened by or against the Group as at 31 March 2009.

## 訴訟

本公司於二零零七年十二月二十日接獲一份傳訊令狀(「令狀」)，據此，原告人陳克儉先生(「原告」)向首被告Precision Assets Limited、第二被告胡棟良先生(「次被告」)及第三被告本公司(統稱「被告人」)提出索償。原告根據一份據稱由原告與次被告(代表被告人)部份以口頭方式及部份以書面形式訂立之延期償付協議向本公司提出索償。胡棟良先生為前執行董事，彼於二零零二年九月十一日獲委任，於二零零七年六月五日辭任。

原告(1)就兩張由本公司開出日期分別為二零零七年六月三十日及二零零七年十月三十一日金額各為2,500,000港元之支票，而該兩張支票均未能兌現，向本公司提出索償總金額5,000,000港元連同利息及費用；及(2)向被告人共同及個別提出索償損害賠償金額25,000,000港元及進一步或選擇上述支票所欠付之總金額5,000,000港元連同利息及費用(「索償」)。

本公司已獲其法律顧問告知，原告在索償方面並無任何理據，而本公司已於二零零八年三月二十八日提交抗辯書。於二零零九年四月二日，香港高等法院責令將該案件押後至二零零九年七月二十二日審理。本公司將會就任何進一步之重大事態發展通知本公司各股東及潛在投資者。

除上文所披露者外，於二零零九年三月三十一日，據董事所知，本集團概無涉及任何重大訴訟、仲裁或索償，而本集團亦無提出或面臨任何重大訴訟、仲裁或索償。

## DIRECTORS' INTEREST IN COMPETING BUSINESS

None of the Directors or the management shareholders of the Company (as defined in the GEM Listing Rules) have any interest in a business, which competes or may compete with the business of the Group or had any other conflict of interests with the Group.

## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. As of the date, the audit committee comprises three independent non-executive Directors, namely, Mr. Chan Wai Dune (Chairman), Mr. Dong Shi and Mr. Hu Ding Dong. The duties of the audit committee include reviewing the Group's annual reports and accounts, half-yearly reports and quarterly reports and providing advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process and internal control procedures of the Company, and to review the appointment of external auditors on an annual basis as well as to ensure independence of the continuing auditor.

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its Code of Conduct for Securities Transactions by Directors throughout the nine months ended 31 March 2009. Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard of dealings regarding securities transactions by Directors during the nine months ended 31 March 2009.

## 董事於競爭業務之權益

本公司各董事或管理層股東(定義見創業板上市規則)概無於與本集團業務出現或可能出現競爭之業務中擁有任何權益或與本集團出現任何其他利益衝突。

## 審核委員會

本公司已遵照創業板上市規則第5.28至5.29條成立具明文職權範圍之審核委員會。於本公佈日期，審核委員會由三名獨立非執行董事陳維端先生(主席)、董石先生及胡定東先生組成。審核委員會之職責包括審閱本集團年報及賬目、半年報告及季度報告，並就此向董事會提供建議及意見。審核委員會亦負責檢討及監督本公司之財務申報過程及內部控制程序，以及按年度基準檢討外聘核數師之委任及確保繼任核數師之獨立性。

## 董事進行證券交易守則

於截至二零零九年三月三十一日止之九個月內，本公司已採納創業板上市規則第5.48條至第5.67條所規定之交易標準作為董事進行證券交易守則。本公司經向全體董事作出具體查詢後，得悉截至二零零九年三月三十一日止九個月，並無任何違反董事進行證券交易規定交易標準之事宜。



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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 March 2009.

By Order of the Board  
**HENG XIN CHINA HOLDINGS LIMITED**  
**Xiao Yan**  
*Chief Executive Officer*

Hong Kong, 24 April 2009

*As at the date of this report, the Board comprises Mr. Xiao Yan (CEO), Mr. Feng Yongming and Mr. Li Tao as executive Directors; Mr. Chan Wai Dune, Mr. Dong Shi and Mr. Hu Ding Dong as independent non-executive Directors.*

## 買賣或贖回本公司之上市證券

於截至二零零九年三月三十一日止九個月內，本公司或其任何附屬公司概無買賣或贖回本公司任何上市證券。

承董事會命  
恒芯中國控股有限公司  
行政總裁  
肖彥

香港，二零零九年四月二十四日

於本報告日期，董事會由執行董事肖彥先生（行政總裁）、馮永明先生及李濤先生；獨立非執行董事陳維端先生、董石先生及胡定東先生組成。



**Heng Xin China Holdings Limited**

**恒芯中國控股有限公司**

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