



SING LEE SOFTWARE (GROUP) LIMITED

新利軟件(集團)股份有限公司*

(Incorporated in the Bermuda with limited liability)

(Stock Code: 8076)

**THIRD QUARTERLY REPORT
FOR THE NINE MONTHS ENDED
30 SEPTEMBER 2009**

* *For identification purposes only*

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors of Sing Lee Software (Group) 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 Sing Lee Software (Group) Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) 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.

The board of directors (“Board”) of Sing Lee Software (Group) Limited (the “Company”) announce the unaudited results of the Company and its subsidiaries (collectively, the “Group”) for the three and nine months ended 30 September 2009, together with the unaudited comparative figures for the corresponding periods in 2008, as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

		Three months ended		Nine months ended	
		30 September		30 September	
		2009	2008	2009	2008
	Note	Rmb'000	Rmb'000	Rmb'000	Rmb'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Turnover	2	16,401	1,565	31,765	6,935
Cost of sales		(13,472)	(1,900)	(23,160)	(6,942)
Gross profit/(loss)		2,929	(335)	8,605	(7)
Distribution costs		(494)	(742)	(1,433)	(2,223)
General and administrative expenses		(1,557)	(1,853)	(4,620)	(5,724)
Other operating income	3	7	23	190	717
Profit/(loss) from operations		885	(2,907)	2,742	(7,237)
Finance costs		(123)	(305)	(372)	(358)
Share of profit of an associate		-	-	-	-
Profit/(loss) before tax		762	(3,212)	2,370	(7,595)
Taxation	4	(181)	(46)	(810)	(229)
Total comprehensive income/(loss) for the period		581	(3,258)	1,560	(7,824)
Total comprehensive income/(loss) attributable to equity holders of the Company for the period		581	(3,258)	1,560	(7,824)
Earnings/(loss) per share					
- Basic	5	Rmb0.09 cents	Rmb(0.49) cents	Rmb0.24 cents	Rmb(1.19) cents

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital (unaudited) <i>Rmb'000</i>	Share premium (unaudited) <i>Rmb'000</i>	Revenue reserve (unaudited) <i>Rmb'000</i>	Cumulative translation adjustment (unaudited) <i>Rmb'000</i>	Retained earnings/ (Accumulated losses) (unaudited) <i>Rmb'000</i>	Total (unaudited) <i>Rmb'000</i>
As at 1 January 2009	6,827	72,651	3,613	3,801	(87,460)	(568)
Exchange difference on translation of financial statements of foreign entities	-	-	-	34	-	34
Profit for 9 months ended 30 September 2009	-	-	-	-	1,560	1,560
As at 30 September 2009	<u>6,827</u>	<u>72,651</u>	<u>3,613</u>	<u>3,835</u>	<u>(85,900)</u>	<u>1,026</u>
As at 1 January 2008	6,271	58,148	3,613	3,144	(83,220)	(12,044)
Exchange difference on translation of financial statements of foreign entities	-	-	-	619	-	619
Shares issued	555	14,503	-	-	-	15,058
Loss for 9 months ended 30 September 2008	-	-	-	-	(7,824)	(7,824)
As at 30 September 2008	<u>6,826</u>	<u>72,651</u>	<u>3,613</u>	<u>3,763</u>	<u>(91,044)</u>	<u>(4,191)</u>

NOTES TO THE CONSOLIDATED INCOME STATEMENT

1. Basis of preparation and principal accounting policies

The results have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM.

The Group principally operates in the People’s Republic of China (the “PRC”) and its business activities are principally transacted in Renminbi (“Rmb”), the results are prepared in Rmb.

All significant intra-group transactions and balances have been eliminated on consolidation.

The principal accounting policies and methods of computation adopted for the preparation of the financial statements are the same and consistent with those adopted by the Group in its audited annual financial statements for the year ended 31 December 2008.

2. Turnover

Turnover represents revenue from sale of computer software and hardware, and maintenance and other services income. Turnover comprises the following:

	(Unaudited)		(Unaudited)	
	Three months ended		Nine months ended	
	30 September		30 September	
	2009	2008	2009	2008
	Rmb'000	<i>Rmb'000</i>	Rmb'000	<i>Rmb'000</i>
Sales of software	120	904	1,312	4,681
Sales of hardware	11,921	545	13,361	1,755
Maintenance and other services income	4,360	116	17,092	499
	<u>16,401</u>	<u>1,565</u>	<u>31,765</u>	<u>6,935</u>

3. Other operating income

	(Unaudited)		(Unaudited)	
	Three months ended		Nine months ended	
	30 September		30 September	
	2009	2008	2009	2008
	Rmb'000	<i>Rmb'000</i>	Rmb'000	<i>Rmb'000</i>
Others	3	(23)	52	628
Interest income	2	11	7	38
Value added tax refund	2	35	131	51
	7	23	190	717

Pursuant to document Caishui [2000] No. 25 issued by State Tax Bureau, effective from 24 June 2000, for companies engaged in the development and distribution of software, their revenues from sale of software are subject to value added tax with applicable tax rate of 17% and are entitled to refund of value added tax paid exceeding 3% of the revenues. The value added tax refund of the Group has been accounted for as other operating income.

4. Taxation

	(Unaudited)		(Unaudited)	
	Three months ended		Nine months ended	
	30 September		30 September	
	2009	2008	2009	2008
	Rmb'000	<i>Rmb'000</i>	Rmb'000	<i>Rmb'000</i>
Business tax (<i>Note a</i>)	181	46	810	229
	181	46	810	229

Hong Kong profits tax has not been provided as the Group had no income assessable for profits tax in Hong Kong for the nine months ended 30 September 2009 (nine months ended 30 September 2008: Nil).

PRC enterprise income tax has not been provided as the Group had no estimated assessable profits for the nine months ended 30 September 2009 (nine months ended 30 September 2008: Nil).

There was no significant unprovided deferred taxation for the reported periods.

Note:

- (a) Tax paid in respect to business operation and interest income of PRC source.

5. Earnings/(loss) per share

The calculation of the Group's basic earnings/(loss) per share for the three months and nine months ended 30 September 2009 is based on the Group's unaudited combined profit attributable to shareholders of approximately Rmb581,000 and Rmb1,560,000 (three months and nine months ended 30 September 2008: loss of approximately Rmb3,258,000 and Rmb7,824,000 respectively) divided by the weighted average number of ordinary shares outstanding for three months and nine months ended 30 September 2009 of 663,200,000 shares (three and nine months ended 30 September 2008: 663,200,000 and 657,047,560 shares) in issue respectively.

Diluted loss per share has not been presented as the exercise of share options would have an anti-dilutive effect during the three and nine months ended 30 September 2009, and three and nine months ended 30 September 2008.

6. Dividend

The Board does not recommend the payment of dividend for the nine months ended 30 September 2009 (nine months ended 30 September 2008: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial review and results of operations

For the nine months ended 30 September 2009, the Group recorded a total turnover of approximately Rmb31,765,000, representing an increase of 358% as compared to the same period of last year (for the nine months ended 30 September 2008: Turnover amounted to approximately Rmb6,935,000).

The Group recorded comprehensive income attributable to shareholders of approximately Rmb1,560,000 for the three quarters, representing a change from loss to profit as compared to the same period of last year (for the nine months ended 30 September 2008: comprehensive loss attributable to shareholders amounted to approximately Rmb7,824,000).

With our continuing strengthen efforts to cost control and the fact that peak season of software purchase normally takes place in the second half of the year, we are confident that the results for the coming quarter will be further improved.

BUSINESS REVIEW

Banking Business

The Group's sales of first generation and second generation products under RUNPOS system continue to grow in the third quarter along with increasing market share. We started to design third generation RUNPOS products targeting at the largest mobile electronic payment potential market in the PRC.

During the quarter, the Group has signed and implemented a contract with a key client in relation to "Capital Trading System". The senior management in the Asia Pacific Region of MISYS, the world's largest "Capital Trading System" company, visited our Group during the quarter and came to an understanding for future cooperation at a higher strategic level in the PRC market with us. This will further promote the future market share and profitability of the Group's "Capital Trading System".

Education Business

We cooperate with banks to promote the upgraded product of Bank-college Express to colleges and universities and have started to regain the orders we lost in last year due to financial tsunami.

FUTURE OUTLOOK

RUNPOS product series, especially the third generation new products, will continue to involve more research and development. The large market potential of our products attracts two key customers' high attention and one of them has intention to cooperate with us.

The various preparation works for higher strategic cooperation in relation to "Capital Trading System" between the Group and MISYS have been commenced to lay a foundation for a faster development in the coming year and ensure our top leading position in the industry.

The Group will continue to reinforce the close cooperation with key clients and the implementation. It will also strictly enforce control and enhance management for all business risks, to ensure the Group can achieve its objectives for the whole year.

SUBSTANTIAL SHAREHOLDERS' INTEREST IN SECURITIES

As at 30 September 2009, shareholders (other than directors or chief executive of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, directly, or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meeting of any other members of the Group or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Nature of interest	Capacity/ Name of shareholder	Number of shares held		Percentage of shareholding
		Long position	Short position	
Goldcorp Industrial Limited	Beneficial interest	337,855,000 <i>(note 1)</i>	–	50.94%
Great Song Enterprises Limited	Corporate interest	337,855,000 <i>(notes 1 and 2)</i>	–	50.94%
Mr. Hung Yung Lai	Corporate interest	337,855,000 <i>(notes 2 and 4)</i>	–	50.94%
Ms. Li Kei Ling	Corporate interest	337,855,000 <i>(notes 2 and 3)</i>	–	50.94%
Mdm. Iu Pun	Family interest	337,855,000 <i>(note 5)</i>	–	50.94%

Notes:

1. Goldcorp Industrial Limited is a company incorporated in the British Virgin Islands equally owned by Mr. Hung Yung Lai and Great Song Enterprises Limited which in turn is wholly owned by Ms. Li Kei Ling.
2. The Shares were held by Goldcorp Industrial Limited.
3. Ms. Li Kei Ling controls more than one third of the voting power of Great Song Enterprises Limited which in turn holds more than one third of the voting power of Goldcorp Industrial Limited. Ms. Li Kei Ling is deemed, by virtue of the SFO, to be interested in the same 337,855,000 shares held by Goldcorp Industrial Limited.

4. Mr. Hung Yung Lai controls more than one third of the voting power of Goldcorp Industrial Limited. Mr. Hung Yung Lai is deemed, by virtue of the SFO, to be interested in the same 337,855,000 shares held by Goldcorp Industrial Limited.
5. These shares are beneficially owned by Goldcorp Industrial Limited as mentioned in Note 4 of above. Mr. Hung Yung Lai is deemed to be interested in the same 337,855,000 shares held by Goldcorp Industrial Limited. Mdm. Iu Pun is the wife of Mr. Hung Yung Lai and is deemed to be interested in these shares in which Mr. Hung Yung Lai is deemed or taken to be interested for the purpose of the SFO.

Save as disclosed above, as at 30 September 2009, the directors or chief executives of the Company were not aware of any other person (other than directors or chief executives of the Company) who had an interest or short position in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO, or who was interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group or any other substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES

As at 30 September 2009, the interests or 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 Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO), or which were required to be entered into the register required to be kept by the Company, pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.46 to 5.66 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Shares in the Company:

Name of directors	Capacity/ Nature of interest	Number of shares held		Percentage of shareholding
		Long position	Short position	
Mr. Hung Yung Lai	Corporate interest	337,855,000 (note 1)	-	50.94%

Shares in associated corporation:

Name of directors	Capacity/ Nature of interest	Number of ordinary shares held in Goldcorp Industrial Limited <i>(note 2)</i>		Percentage of shareholding
		Long position	Short position	
Mr. Hung Yung Lai	Personal interest	1	-	50.94%

Notes:

1. The Shares were held by Goldcorp Industrial Limited. Mr. Hung Yung Lai has 50% interest in Goldcorp Industrial Limited.
2. The entire issued capital of Goldcorp Industrial Limited as of 30 September 2009 composed of 2 ordinary shares. Goldcorp Industrial Limited held 337,855,000 Shares in the Company.

SHARE OPTION SCHEME

Pursuant to the share option scheme (the “Scheme”) adopted on 27 August 2001, the Directors may at their discretion grant options to employees (including Directors of the Company) of the Group and other persons who, in the sole discretion of the board of the Directors, have contributed to the Group (“Participants”). The Scheme enables the Company to grant share options to Participants as incentives or rewards for their contribution to the Group. The Scheme would be valid and effective for a period of ten years commencing on the adoption date.

The maximum number of shares in respect of which options may be granted under the Scheme shall not exceed 30% of the issued share capital of the Company from time to time. After the listing of the shares on GEM, the total number of shares which may be issued upon the exercise of all options to be granted under the Scheme and any other schemes must not in aggregate exceed 10% of the shares in issue upon completion of placing, capitalisation issue and say other shares to be issued upon the exercise of the over-allotment option in connection with the listing of the shares on GEM. According to the Scheme, the total number of shares available for issue as at 30 September 2009 is 66,320,000 shares.

The total number of shares issued and to be issued upon the exercise of options granted and to be granted to each Participant (including both exercised and outstanding options) in any 12 months period up to the date of grant must not exceed 1% of the shares in issue at the date of grant.

The subscription shall be a price determined by the board of directors at its absolute discretion and shall not be less than the higher of the closing price of the share on the date of grant of the option and the average closing price of the shares for the five business days immediately preceding the date of grant of the option.

Options granted shall be deemed to be accepted upon receipt of the acceptance of offer letter from the grantee within 28 days from the offer date, together with a remittance in favour of the Company of HK\$1 by way of consideration for the grant.

An option may be exercised in accordance with the terms of the Scheme at any time during a period notified by the board to each grantee but may not be exercised after the expiry of 10 years from the date of grant.

On 8 April 2002 the Company granted 60,230,000 options to subscribe for shares in the Company under the Scheme at an exercise price of HK\$0.614 per share to 163 employees (including three executive directors) of the Group. Shares of the Company were at closing price HK\$0.58 immediately before the day on which options were granted.

On 1 June 2004 the Company granted 10,000,000 options to subscribe for shares in the Company under the scheme at an exercise price of HK\$0.14 per share to 2 chief executives of the Group. Shares of the Company were at closing price HK\$0.14 immediately before the day on which options were granted.

On 9 October 2007 the Company granted 47,550,000 options to subscribe for shares in the Company under the Scheme at an exercise price of HK\$0.368 per share to its employees of the Group. Shares of the Company were at closing price of HK\$0.36 immediately before the day on which options were granted.

The summary details of options granted are as follows:

Name of directors and employees	Exercise period	Number of	Number of	Number of	Number of	Number of	Number of
		share options outstanding as at 1 January 2009	share options granted during the period	share options exercised during the period	share options cancelled during the period	share options lapsed during the period	share options outstanding as at 30 September 2009
Cui Jian	7 September 2002 to 7 April 2012	3,180,000	-	-	-	-	3,180,000
Chan Kam Fai (Chief Executive Officer) (Note 1)	8 April 2008 to 8 October 2017	6,000,000	-	-	-	(6,000,000)	-
Continuous contract employees (other than directors)	8 April 2008 to 8 October 2017	34,820,000	-	-	-	(3,590,000)	31,230,000
		<u>44,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(9,590,000)</u>	<u>34,410,000</u>

Note:

1. Mr. Chan Kam Fai has tendered his resignation as the Chief Executive Officer of the Group due to his own career development with effect from 23 October 2008.

The directors consider it inappropriate to value the options as a number of factors critical for the valuation cannot be determined accurately. Any valuation of the options based on various speculative assumptions would be meaningless and misleading. Therefore the directors believe that the cost for disclosing the value of options do not justify for the benefits it provides.

Save as disclosed above, as at 30 September 2009, none of the directors, chief executives, or their respective associates had any interest or short position in the shares of the Company or its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by directors of listed issuers as referred to in Rules 5.46 to 5.66 of the GEM Listing Rules.

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

There was no purchase, sales or redemptions of the Company's listed securities by the Company or any of its subsidiaries during the nine months ended 30 September 2009.

COMPETING INTERESTS

None of the Directors, the management shareholders of the Company and their respective associates (as defined in GEM Listing Rules) has an interest in a business, which competes or may compete with the businesses of the Group.

CORPORATE GOVERNANCE PRACTICES

During the nine months ended 30 September 2009 the Company has complied with requirements set out in the Code on Corporate Governance Practices ("CG code") contained in Appendix 15 of the GEM Listing Rules.

SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 30 September 2009, the Company has complied with the GEM Listing Rules 5.48 to 5.67 (where applicable) concerning the securities transactions by Director. The Company has made specific enquiry of all the Directors and the Company was not aware of any non-compliance with the required standard of dealings regarding the securities transactions by Directors.

AUDIT COMMITTEE

The Company has established an audit committee on 27 August 2001 with written terms of reference in compliance with the requirements of Rules 5.28 to 5.33 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control procedures of the Group and to provide advice and comments to the Board. The members of the Group's audit committee are as follows:

Name	Position in the audit committee	Position in the Board of Directors
Mr. Pao Ping Wing	Chairman	Independent Non-Executive Director
Mr. Tam Kwok Hang	Member	Independent Non-Executive Director
Mr. Lo King Man	Member	Independent Non-Executive Director

The audit committee has reviewed and commented in the Company's quarter report for the nine months ended 30 September 2009.

By Order of the Board

Hung Yung Lai

Chairman

As at the date of this report, the Board Comprises of:

Hung Yung Lai (*Executive Director*)

Cui Jian (*Executive Director*)

Xu Shu Yi (*Executive Director*)

Pao Ping Wing (*Independent Non-Executive Director*)

Tam Kwok Hing (*Independent Non-Executive Director*)

Lo King Man (*Independent Non-Executive Director*)

Hong Kong, 11 November 2009