

**TeleEye**

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# 千里眼控股有限公司 TeleEye Holdings Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(股份代號：8051)

(Stock Code: 8051)

## 二零零九年／二零一零年第三季度業績報告 2009/2010 THIRD QUARTERLY REPORT

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板為帶有高投資風險之公司提供上市之市場。尤其在創業板上市之公司毋須有過往利潤記錄，亦毋須預測未來利潤。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市之公司屬於新興性質，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。創業板所發佈之資料之主要方法為在聯交所為創業板而設之互聯網網頁刊登。上市公司一般毋須在憲報指定報章刊登付款報告披露資料。因此，有意投資之人士應注意彼等須閱覽創業板網頁，以便取得創業板上市發行人之最新資料。

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

本報告(千里眼控股有限公司各董事願共同及個別對此負全責)乃遵照聯交所《創業板證券上市規則》之規定而提供有關千里眼控股有限公司之資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(2)並無遺漏其他事實致使本報告所載任何聲明產生誤導；及(3)本報告內表達之一切意見乃經審慎周詳考慮後方始作出，並以公平合理之基準和假設為依據。

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

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM. The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid reports in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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

This report, for which the directors of TeleEye Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to TeleEye Holdings 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.

## 摘要

- 截至二零一零年三月三十一日止九個月，本集團錄得營業額約37,922,000港元，較二零零九年同期減少約4%。
- 截至二零一零年三月三十一日止九個月，本集團錄得本公司擁有人應佔利潤約2,089,000港元，較二零零九年同期增加約1,459%。董事會認為本集團之業績增長主要得益於非定期發生因素之(i)有效成本控制；(ii)呆壞賬撥備減少及(iii)匯兌虧損淨額下降。
- 董事會不擬派付截至二零一零年三月三十一日止九個月之中期股息。

## HIGHLIGHTS

- The Group recorded a turnover of approximately HK\$37,922,000 for the nine months ended 31 March 2010, representing a decrease of approximately 4% when compared with the same period in 2009.
- The Group recorded a profit attributable to the owners of the Company of approximately HK\$2,089,000 for the nine months ended 31 March 2010, representing an increase of approximately 1,459% when compared with the same period in 2009. The Board of Directors considers that the improvement in the performance of the Group is mainly attributable to non-recurrent factors: (i) effective cost cutting measures; (ii) reduction in the provision for bad and doubtful debts and (iii) drop in net foreign exchange loss.
- The Board of Directors does not recommend the payment of an interim dividend for the nine months ended 31 March 2010.

## 業績

千里眼控股有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一零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二零零九年同期之未經審核比較數字如下：

## 簡明綜合全面收益表

		截至三月三十一日止三個月		截至三月三十一日止九個月		
		Three months ended		Nine months ended		
		31 March		31 March		
		二零一零年	二零零九年	二零一零年	二零零九年	
		2010	2009	2010	2009	
		千港元	千港元	千港元	千港元	
		附註				
		Notes	HK\$'000	HK\$'000	HK\$'000	
			(未經審核)	(未經審核)	(未經審核)	
			(Unaudited)	(Unaudited)	(Unaudited)	
				重列	重列	
				As restated	As restated	
收入	Revenue	2	10,058	9,866	37,922	39,350
銷售成本	Cost of sales		(4,945)	(4,728)	(18,892)	(19,865)
毛利	Gross profit		5,113	5,138	19,030	19,485
其他收入	Other income		15	3	216	472
銷售及分銷成本	Selling and distribution costs		(2,144)	(2,904)	(6,487)	(8,337)
行政費用	Administrative expenses		(2,340)	(2,780)	(6,840)	(8,192)
研究及發展支出	Research and development expenditure		(1,149)	(823)	(3,210)	(3,105)
除稅前(虧損)/利潤	(Loss)/profit before taxation	3	(505)	(1,366)	2,709	323
所得稅撥回/(支出)	Income tax credit/(expense)	4	61	63	(649)	(212)
本期間(虧損)/利潤	(Loss)/profit for the period		(444)	(1,303)	2,060	111
由下列人士應佔：	Attributable to:					
本公司擁有人	Owners of the Company		(439)	(1,397)	2,089	134
少數股東權益	Minority interests		(5)	94	(29)	(23)
			(444)	(1,303)	2,060	111
每股(虧損)/收益	(Loss)/earnings per share	5				
— 基本	— basic		(5)仙cent	(15)仙cent	23仙cent	1仙cent
— 攤薄	— diluted		(5)仙cent	(15)仙cent	23仙cent	1仙cent

## RESULTS

The Board (the "Board") of Directors (the "Directors") of TeleEye Holdings Limited (the "Company") hereby announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months and nine months ended 31 March 2010, together with the comparative unaudited figures for the corresponding periods in 2009, as follows:

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		截至三月三十一日止三個月		截至三月三十一日止九個月		
		Three months ended		Nine months ended		
		31 March		31 March		
		二零一零年	二零零九年	二零一零年	二零零九年	
		2010	2009	2010	2009	
		千港元	千港元	千港元	千港元	
		附註				
		Notes	HK\$'000	HK\$'000	HK\$'000	
			(未經審核)	(未經審核)	(未經審核)	
			(Unaudited)	(Unaudited)	(Unaudited)	
				重列	重列	
				As restated	As restated	
收入	Revenue	2	10,058	9,866	37,922	39,350
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所得稅撥回/(支出)	Income tax credit/(expense)	4	61	63	(649)	(212)
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由下列人士應佔：	Attributable to:					
本公司擁有人	Owners of the Company		(439)	(1,397)	2,089	134
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			(444)	(1,303)	2,060	111
每股(虧損)/收益	(Loss)/earnings per share	5				
— 基本	— basic		(5)仙cent	(15)仙cent	23仙cent	1仙cent
— 攤薄	— diluted		(5)仙cent	(15)仙cent	23仙cent	1仙cent

		截至三月三十一日止三個月		截至三月三十一日止九個月	
		Three months ended		Nine months ended	
		31 March		31 March	
		二零一零年	二零零九年	二零一零年	二零零九年
		2010	2009	2010	2009
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
			重列		重列
			As restated		As restated
本期間(虧損)/利潤	(Loss)/profit for the period	<b>(444)</b>	(1,303)	<b>2,060</b>	111
其他全面收益	Other comprehensive income				
因換算海外業務之賬目而產生之匯兌差額	Exchange differences on translation of overseas operations	<b>94</b>	434	<b>480</b>	(1,466)
可供出售投資公平值增加/(減少)	Increase/(decrease) in fair value on available-for-sale investments	<b>173</b>	(64)	<b>277</b>	(1,510)
出售可供出售投資後變現之儲備	Reserve realised on disposal of available-for-sale investment	<b>—</b>	<b>—</b>	<b>—</b>	(224)
本期間其他全面收益/(開支)	Other comprehensive income/(expenses) for the period	<b>267</b>	370	<b>757</b>	(3,200)
本期間全面(開支)/收益總額	Total comprehensive (expenses)/income for the period	<b>(177)</b>	(933)	<b>2,817</b>	(3,089)
由下列人士應佔：	Attributable to:				
本公司擁有人	Owners of the Company	<b>(172)</b>	(1,027)	<b>2,846</b>	(3,066)
少數股東權益	Minority interests	<b>(5)</b>	94	<b>(29)</b>	(23)
		<b>(177)</b>	(933)	<b>2,817</b>	(3,089)

## 簡明財務報表附註

### 1. 編製基準

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

簡明財務報表乃根據香港普遍採納之會計原則而編製，包括香港會計師公會頒佈之香港財務報告準則、香港會計準則及詮釋。此外，簡明財務報表乃根據聯交所《創業板證券上市規則》第 18 章之適用披露規定而編製。簡明財務報表乃根據歷史成本法而編製，惟若干金融工具以公平值計量（倘適用）。

於編製簡明財務報表時採納之主要會計政策與本集團於其截至二零零九年六月三十日止年度之年度賬目所採納者一致。

本集團已採納若干新訂及經修訂準則、修訂及詮釋，並於本集團於二零零九年七月一日或其後開始之會計期間生效。採納此等新訂及經修訂準則、修訂及詮釋對本集團之會計政策並無構成重大影響。

### 2. 收入

收入指本期間內已售出貨品之已收及應收款額減給予外來客戶之退款及津貼之款項。

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS

### 1. BASIS OF PREPARATION

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

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

The principal accounting policies adopted in the preparation of the condensed financial statements are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2009.

The Group has adopted a number of new and revised standards, amendments and interpretations which are effective for the Group's accounting periods beginning on or after 1 July 2009. The adoption of these new and revised standards, amendments and interpretations does not have significant impact on the accounting policies of the Group.

### 2. REVENUE

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

### 3. 除稅前(虧損)/利潤

除稅前(虧損)/  
利潤已(計入)/扣除:

呆壞賬(撥回)/撥備

發展成本資本化之攤銷  
(已列入研究及發展支出)

物業、廠房及設備之折舊

可供出售投資之股息

出售可供出售投資之權益  
公平值收益

利息收入

出售物業、廠房及設備之  
(收益)/虧損

匯兌虧損淨額  
呆舊貨品(撥回)/撥備  
(已列入銷售成本)

存貨撇減(已列入銷售成本)

### 4. 所得稅撥回/(支出)

簡明綜合全面收益表內之所得稅撥回/(支出)指:

本期間香港利得稅  
撥回/(撥備)

遞延稅項

(Loss)/profit before taxation has been  
arrived at after (crediting)/charging:

(Written back)/allowance of bad and  
doubtful debts

Amortisation of capitalised development  
costs (included in research and  
development expenditure)

Depreciation of property, plant and  
equipment

Dividends from available-for-sale  
investments

Fair value gains from equity on disposal  
of available-for-sale investments

Interest income

(Gain)/loss on disposal of property,  
plant and equipment

Net foreign exchange loss

(Reversal of)/provision for slow-moving  
goods (included in cost of sales)

Write-down of inventories  
(included in cost of sales)

### 3. (LOSS)/PROFIT BEFORE TAXATION

截至三月三十一日止三個月  
Three months ended  
31 March

二零一零年 二零零九年  
2010 2009  
千港元 千港元  
HK\$'000 HK\$'000

截至三月三十一日止九個月  
Nine months ended  
31 March

二零一零年 二零零九年  
2010 2009  
千港元 千港元  
HK\$'000 HK\$'000

(7)	445	(3)	750
204	168	482	556
149	203	454	620
(6)	—	(36)	(48)
—	—	—	(224)
(1)	(5)	(2)	(138)
(78)	74	(73)	74
611	622	1,052	1,328
(52)	(204)	(238)	124
96	98	109	110

### 4. INCOME TAX CREDIT/(EXPENSE)

Income tax credit/(expense) in the condensed consolidated statement of comprehensive income represented:

截至三月三十一日止三個月  
Three months ended  
31 March

二零一零年 二零零九年  
2010 2009  
千港元 千港元  
HK\$'000 HK\$'000

截至三月三十一日止九個月  
Nine months ended  
31 March

二零一零年 二零零九年  
2010 2009  
千港元 千港元  
HK\$'000 HK\$'000

104	63	(606)	(197)
(43)	—	(43)	(15)
61	63	(649)	(212)

截至二零一零年三月三十一日止九個月內，香港利得稅乃按香港產生或源自香港之估計應課稅利潤以稅率16.5%(二零零九年：16.5%)計算。

Hong Kong Profits Tax is calculated at the rate of 16.5% (2009: 16.5%) on the estimated assessable profits arising in or derived from Hong Kong for the nine months ended 31 March 2010.

## 5. 每股(虧損)/收益

本公司擁有人應佔每股基本及攤薄(虧損)/收益  
乃根據以下數據計算：

## 5. (LOSS)/EARNINGS PER SHARE

The calculation of basic and diluted (loss)/earnings per share attributable to the owners of the Company is based on the following data:

		截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
		二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000	二零一零年 2010 千港元 HK\$'000	二零零九年 2009 千港元 HK\$'000
(虧損)/收益 本公司擁有人應佔本期間 (虧損)/利潤	(Loss)/earnings (Loss)/profit for the period attributable to owners of the Company	<b>(439)</b>	(1,397)	<b>2,089</b>	134
股份數目	Number of shares	千股 '000	千股 '000 重列 As restated	千股 '000	千股 '000 重列 As restated
用於計算每股基本 (虧損)/收益之 普通股加權平均數	Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	<b>9,015</b>	9,015	<b>9,015</b>	9,015
以下潛在有攤薄效果 普通股之影響： — 購股權	Effect of dilutive potential ordinary shares in respect of: — Share options	<b>38</b>	—	<b>37</b>	18
用於計算每股攤薄 (虧損)/收益之 普通股加權平均數	Weighted average number of ordinary shares for the purpose of diluted (loss)/earnings per share	<b>9,053</b>	9,015	<b>9,052</b>	9,033

## 6. 儲備變動

## 6. MOVEMENT OF RESERVES

		股份溢價	匯兌儲備	投資 重估儲備	特別儲備	累計(虧損) /利潤	總計
		Share premium	Translation reserve	Investment revaluation reserve	Special reserve	Accumulated (losses)/ profits	Total
		千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零零八年七月一日 (經審核)	At 1 July 2008 (audited)	21,646	(273)	847	14,990	(3,652)	33,558
其他全面(開支)/收益	Other comprehensive (expenses)/ income						
因換算海外業務之賬目而 產生之匯兌差額	Exchange differences on translation of overseas operations	—	(1,466)	—	—	—	(1,466)
可供出售投資公平值 變動減少	Decrease in fair value change of available-for-sale investments	—	—	(1,510)	—	—	(1,510)
出售可供出售投資後 變現之儲備	Reserve realised on disposal of available-for-sale investments	—	—	(224)	—	—	(224)
其他全面開支總額	Total other comprehensive expenses	—	(1,466)	(1,734)	—	—	(3,200)
本期間利潤	Profit for the period	—	—	—	—	134	134
全面(開支)/收益總額	Total comprehensive (expenses)/ income	—	(1,466)	(1,734)	—	134	(3,066)
於二零零九年三月三十一日 (未經審核)	At 31 March 2009 (unaudited)	21,646	(1,739)	(887)	14,990	(3,518)	30,492
於二零零九年七月一日 (經審核)	At 1 July 2009 (audited)	21,646	(610)	(662)	14,990	(1,778)	33,586
其他全面收益	Other comprehensive income						
因換算海外業務之賬目 而產生之匯兌差額	Exchange differences on translation of overseas operations	—	480	—	—	—	480
可供出售投資公平值 變動增加	Increase in fair value change of available-for-sale investments	—	—	277	—	—	277
其他全面收益總額	Total other comprehensive income	—	480	277	—	—	757
本期間利潤	Profit for the period	—	—	—	—	2,089	2,089
全面收益總額	Total comprehensive income	—	480	277	—	2,089	2,846
於二零一零年三月三十一日 (未經審核)	At 31 March 2010 (unaudited)	21,646	(130)	(385)	14,990	311	36,432



## **中期股息**

董事會不擬派付截至二零一零年三月三十一日止三個月及九個月之中期股息(二零零九年：無)。

## **財務回顧**

截至二零一零年三月三十一日止九個月，本集團錄得營業額約37,922,000港元，較去年同期營業額約39,350,000港元減少約4%。截至二零一零年三月三十一日止九個月，本公司擁有人應佔利潤增加1,459%至約2,089,000港元。董事會認為本集團之業績增長主要得益於非定期發生因素之(i)有效成本控制；(ii)呆壞賬撥備減少及(iii)匯兌虧損淨額下降。

本集團之財務狀況表仍然穩健，擁有大量流動資金。截至二零一零年三月三十一日止九個月內，本集團已將約713,000港元(二零零九年：691,000港元)有關發展先進閉路電視產品之經營成本資本化。

## **業務回顧**

保安設備市場於二零一零年首季整體表現依然疲弱。本集團緊守其一貫策略，收緊成本控制、提升生產力及開發新產品，讓本集團能渡過困境。於本季度，本集團推出三個新RA數碼錄影機型號、新版本之視像監控軟件，以及兩個新型號之高清(「高清」)網絡攝影機。

## **業務展望**

隨著新商品面世，管理層對未來業務前景審慎樂觀。本集團將增加本地及海外市場推廣活動，引進融入本集團獨家之HD SMAC-M多串流視像壓縮技術之高清閉路電視產品。高清產品之市場需求日廣，本集團正重點研發高清產品，針對市場所需，達致獨特地位。

## **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the three months and nine months ended 31 March 2010 (2009: Nil).

## **FINANCIAL REVIEW**

For the nine months ended 31 March 2010, the Group recorded a turnover of approximately HK\$37,922,000, representing a decrease of approximately 4% as compared with a turnover of approximately HK\$39,350,000 of the same period in last year. Profit attributable to the owners of the Company for the nine months ended 31 March 2010 was increased by 1,459% to approximately HK\$2,089,000. The Board considers that the improvement in the performance of the Group is mainly attributable to non-recurrent factors: (i) effective cost cutting measures; (ii) reduction in the provision for bad and doubtful debts and (iii) drop in net foreign exchange loss.

The Group's statement of financial position remains strong, with substantial liquidity. During the nine months ended 31 March 2010, the Group had capitalized operating costs of approximately HK\$713,000 (2009: HK\$691,000) in respect of development of advanced CCTV products.

## **BUSINESS REVIEW**

The security equipment market in the first quarter of 2010 remained weak in general. The Group maintains its strategy of tight control on cost, productivity improvement and new product development to ride through this difficult period. During this quarter, the Group released three new models of RA Digital Video Recorder, new version of video surveillance software and two new models of High Definition ("HD") network camera.

## **BUSINESS OUTLOOK**

With the launch of new products, the management is cautiously optimistic about future business. The Group will increase local and overseas marketing activities to introduce HD CCTV products that incorporate our unique HD SMAC-M multi-stream technology. The market demands for HD products are growing worldwide. The Group is investing significant research and development effort in the development of HD products and is in a unique position to capture this demand.

## 董事及主要行政人員於股份及購股權之權益

於二零一零年三月三十一日，根據證券及期貨條例（「證券及期貨條例」）第352條，或根據《創業板上市規則》第5.46條須通知本公司及聯交所之規定，董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（見證券及期貨條例第十五部之定義）之股份及購股權中擁有之權益如下：

### 股份好倉

#### (a) 本公司每股面值0.2港元之普通股

董事姓名 Name of Directors	身份 Capacity
---------------------------	----------------

陳作基教授 Prof. Chan Chok Ki	由受控制法團持有（附註1） Held by controlled corporation (Note 1)
陳祥發博士 Dr. Chan Cheung Fat	由受控制法團持有（附註1） Held by controlled corporation (Note 1)

#### (b) 購股權

董事姓名 Name of Directors	身份 Capacity
---------------------------	----------------

陳作基教授 Prof. Chan Chok Ki	實益擁有人（附註2） Beneficial owner (Note 2)
馬志傑博士 Dr. Ma Chi Kit	實益擁有人（附註2） Beneficial owner (Note 2)
何家豪先生 Mr. Ho Ka Ho	實益擁有人（附註2） Beneficial owner (Note 2)

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

At 31 March 2010, the interests of the Directors and chief executives and their associates in the shares and share options of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required pursuant to Section 352 of the SFO, or which are required pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### Long position in shares

#### (a) Ordinary shares of HK\$0.2 each of the Company

持有已發行 普通股數目 Number of issued ordinary shares held	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
--	--

5,200,000	57.7%
5,200,000	57.7%

#### (b) Share options

持有購股權 數目 Number of share options held	相關股份 數目 Number of underlying shares
---	---

135,000	135,000
108,000	108,000
102,200	102,200

附註：

- (1) 於二零一零年三月三十一日，此等佔本公司已發行股本約57.7%之股份由Etin City Limited 持有。Etin City Limited由Etin Tech Limited及城大企業有限公司分別按70%及30%之比例持有。Etin Tech Limited乃由陳作基教授、陳祥發博士、馬志傑博士及何家豪先生分別按約44.3%、34.3%、14.3%及7.1%之比例擁有。由於陳作基教授及陳祥發博士有權於Etin Tech Limited之股東大會上行使或控制行使30%或以上之投票權，故彼等被視作擁有所有由Etin City Limited持有之本公司股份中擁有權益。
- (2) 購股權乃根據本公司採納之購股權計劃向董事授出，有關詳情載於下文「購股權計劃」一節。

除上文所披露者及由一名董事以本集團信託之身份持有於附屬公司之代名人股份外，於二零一零年三月三十一日，本公司之董事、主要行政人員或彼等之聯繫人士並無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

### 購股權計劃

#### **(i) 招股前購股權計劃(「招股前購股權計劃」)**

本公司根據於二零零一年四月十二日通過之一項決議案採納招股前購股權計劃，藉以對本公司及其附屬公司之執行董事及僱員對本集團發展所作出之貢獻加以肯定。根據計劃授出之購股權授予持有人權利可按每股普通股12港元認購本公司之新普通股，而根據計劃可予授出之購股權涉及之最高股份數目為720,000股。可授予任何人士之購股權涉及之股份數目不得超過180,000股。

Notes:

- (1) These shares, representing approximately 57.7% of the issued share capital of the Company as at 31 March 2010, are held by Etin City Limited, which is owned by Etin Tech Limited and CityU Enterprises Limited in the proportion of 70% and 30% respectively. Etin Tech Limited is owned by Prof. Chan Chok Ki, Dr. Chan Cheung Fat, Dr. Ma Chi Kit and Mr. Ho Ka Ho in the proportion of approximately 44.3%, 34.3%, 14.3% and 7.1% respectively. As Prof. Chan Chok Ki and Dr. Chan Cheung Fat are entitled to exercise or control the exercise of 30% or more of the voting power in general meetings of Etin Tech Limited, they are deemed to be interested in the entire shares in the Company held by Etin City Limited.
- (2) The share options are granted to the Directors pursuant to the share option schemes adopted by the Company, details of which are set out under the header of "Share Option Schemes" below.

Save as disclosed above, and other than a nominee share in a subsidiary held by a Director in trust for the Group, at 31 March 2010, none of the Directors, the chief executives of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

### SHARE OPTION SCHEMES

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

The Pre-IPO Scheme was adopted pursuant to a resolution passed on 12 April 2001 to recognise the contribution of executive Directors and employees of the Company and its subsidiaries to the growth of the Group. The options granted under the scheme grant the right to the holders to subscribe for new ordinary shares of the Company at HK\$12 per ordinary share and the maximum number of shares in respect of which options might be granted under the scheme was 720,000. The number of shares in respect of which options might be granted to any individual was not permitted to exceed 180,000.

購股權在並未支付任何初步款項之情況下仍然可予授出。購股權在本公司股份於創業板開始買賣後，可分別在滿6個月、18個月、30個月及42個月之後之任何時間內，順次序行使合共佔購股權總額之25%、50%、75%及100%，該等購股權由各自之歸屬日期起計10年內有效。

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

下表披露於截至二零一零年三月三十一日止九個月內根據招股前購股權計劃授出之本公司購股權變動詳情：

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

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

The following table discloses movements in the Company's share options under the Pre-IPO Scheme during the nine months ended 31 March 2010:

授出日期 Date of grant	每股行使價 Exercise price per share		於二零零九年 七月一日 之結餘 Balance at 1 July 2009	於期間內 之變動 Movement during the period	於二零一零年 三月三十一日 之結餘# Balance at 31 March 2010#	
	調整前 Before Adjustment 港元 HK\$	調整後# After Adjustment# 港元 HK\$				
本公司之董事 Directors of the Company						
陳作基教授 Prof. Chan Chok Ki	二零零一年四月十二日 12 April 2001	0.60	12	1,800,000	—	90,000
馬志傑博士 Dr. Ma Chi Kit	二零零一年四月十二日 12 April 2001	0.60	12	1,440,000	—	72,000
何家豪先生 Mr. Ho Ka Ho	二零零一年四月十二日 12 April 2001	0.60	12	1,364,000	—	68,200
				4,604,000	—	230,200
本集團僱員 Employees of the Group	二零零一年四月十二日 12 April 2001	0.60	12	1,172,000	—	58,600
				5,776,000	—	288,800

自授出日期起計並無購股權獲行使。於二零一零年三月三十一日，根據招股前購股權計劃授出之購股權涉及之股份數目佔該日本公司已發行股份之3.2%。

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

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

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

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

No options had been exercised since the date of grant. At 31 March 2010, the number of shares in respect of which options had been granted under the Pre-IPO Scheme represents 3.2% of the shares of the Company in issue at that date.

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

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

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

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

下表披露於截至二零一零年三月三十一日止九個月內根據二零零三年購股權計劃授出之本公司購股權變動詳情：

The following table discloses movements in the Company's share options under the 2003 Option Scheme during the nine months ended 31 March 2010:

授出日期 Date of grant	每股行使價 Exercise price per share		於二零零九年 七月一日 之結餘 Balance at 1 July 2009	於期間內 之變動 Movement during the period	於二零一零年 三月三十一日 之結餘# Balance at 31 March 2010#	
	調整前 Before Adjustment 港元 HK\$	調整後# After Adjustment# 港元 HK\$				
<b>本公司之董事</b> <b>Directors of the Company</b>						
陳作基教授 Prof. Chan Chok Ki	二零零四年八月四日 4 August 2004	0.145	2.9	900,000	—	45,000
馬志傑博士 Dr. Ma Chi Kit	二零零四年八月四日 4 August 2004	0.145	2.9	720,000	—	36,000
何家豪先生 Mr. Ho Ka Ho	二零零四年八月四日 4 August 2004	0.145	2.9	680,000	—	34,000
				2,300,000	—	115,000
本集團僱員 Employees of the Group	二零零四年八月四日 4 August 2004	0.145	2.9	80,000	—	4,000
				2,380,000	—	119,000

緊接二零零四年八月四日(上述購股權之授出日期)前本公司股份之收市價為2.9港元。於二零一零年三月三十一日，根據二零零三年購股權計劃授出之購股權涉及之股份數目佔該日本公司已發行股份之1.3%。

The closing price of the Company's shares immediately before 4 August 2004 (date of grant of the above options) was HK\$2.9. At 31 March 2010, the number of shares in respect of which options had been granted under the 2003 Option Scheme represents 1.3% of the shares of the Company in issue at that date.

# 購股權之數目及各自之認購價已就於二零零九年十一月六日進行之股份合併作出調整。

# The number and respective subscription prices of share options have been adjusted for the share consolidation took place on 6 November 2009.

## **董事購買股份或債券之權利**

除上文「購股權計劃」一節所述外，於截至二零一零年三月三十一日止九個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而本公司之董事、彼等之配偶或年齡在18歲以下之子女於截至二零一零年三月三十一日止九個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

## **主要股東**

除上文「董事及主要行政人員於股份及購股權之權益」一節所披露之權益外，於二零一零年三月三十一日，按照本公司根據證券及期貨條例第336條而須存置之主要股東登記冊所披露，並無人士於本公司之已發行股本中擁有任何須予公佈之權益或淡倉。

## **競爭及權益衝突**

董事相信，本公司各董事或管理層股東（見《創業板上市規則》之定義）沒有在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務擁有任何權益，或任何該等人士與本集團有或可能有之任何其他利益衝突。

## **DIRECTORS' RIGHTS TO PURCHASE SHARES OR DEBENTURES**

Other than the section headed "Share Option Schemes" as described above, at no time during the nine months ended 31 March 2010 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company; or had exercised any such rights during the nine months ended 31 March 2010.

## **SUBSTANTIAL SHAREHOLDERS**

Other than the interests disclosed in the section headed "Directors' and Chief Executives' Interests in Shares and Share Options", the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company as at 31 March 2010.

## **COMPETING AND CONFLICT OF INTERESTS**

The Directors believe that none of the Directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group or any other conflicts of interests which any such person has or may have with the Group.



## **買賣或贖回本公司之上市證券**

於回顧期間內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

## **有關董事進行證券交易的守則**

截至二零一零年三月三十一日止九個月內，本公司已採納一套有關董事進行證券交易之行為守則，條款不遜於《創業板上市規則》第5.48條至第5.67條所載之規定交易標準。在向全體董事作出特別查詢後，全體董事已確認，彼等已遵照本公司所採納有關董事進行證券交易之規定交易標準與操守準則。

## **審核委員會**

審核委員會由四位成員組成，包括三位獨立非執行董事俞漢度先生、蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。

審核委員會之首要任務為審閱本公司之年報及財務報表、季度報告及半年度報告，並就該等報告向董事會提供建議及意見。審核委員會亦將負責檢討及監察本集團之財務申報及內部監控程序。

審核委員會已審閱本報告之草稿，並已就此提供意見及評語。

## **薪酬委員會**

薪酬委員會由三位成員組成，包括兩位獨立非執行董事蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。

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

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

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

During the nine months ended 31 March 2010, the Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors confirmed they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company.

## **AUDIT COMMITTEE**

The audit committee has four members comprising three independent non-executive Directors, namely Mr. Yu Hon To, David, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one non-executive Director, namely Dr. Chan Cheung Fat.

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

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

## **REMUNERATION COMMITTEE**

The remuneration committee has three members comprising two independent non-executive Directors, namely Prof. Siu Wan Chi and Prof. Ching Pak Chung and one non-executive Director, namely Dr. Chan Cheung Fat.



薪酬委員會之首要任務為就本公司有關董事及高級管理人員之全體薪酬政策及架構，及就制訂此等薪酬政策設立正規而具透明度之程序擬定及向董事會提出建議。

承董事會命  
陳作基教授  
主席兼行政總裁

香港，二零一零年五月七日

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

The primary duties of the remuneration committee are to formulate and make recommendations to the Board on the Company's policy and structure for all the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedures for developing policy on such remuneration.

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

Hong Kong, 7 May 2010

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