



EMCOM INTERNATIONAL LIMITED

帝 通 國 際 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8220

Poised for
Growth

First Quarterly Report 2010

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 Stock 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 collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this document misleading.

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CORPORATE INFORMATION

Board of Directors

Executive Directors

Chiau Sing Chi
Chan Cheong Yee
Yik Chok Man

Non-Executive Directors

Chong Lee Chang
Chin Chow Chung Hang Roberta

Independent Non-Executive Directors

Tsang Fung Chu*
Wong Chi Keung Patrick*
Chen Chou Mei Mei Vivien
Leung Ka Kui Johnny

Company Secretary

Yik Chok Man

Compliance Officer

Chan Cheong Yee

Audit Committee

Tsang Fung Chu*
Wong Chi Keung Patrick*
Leung Ka Kui Johnny

Remuneration Committee

Tsang Fung Chu*
Wong Chi Keung Patrick*
Leung Ka Kui Johnny

Authorized Representatives

Chan Cheong Yee
Yik Chok Man

Auditors

Graham H. Y. Chan & Co.
Certified Public Accountants

Principal Bankers

Fubon Bank Limited
The Hong Kong and Shanghai Banking
Corporation Limited

Compliance Adviser

China Everbright Capital Limited

Registered Office

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Head Office and Principal Place of Business

Room 1201-1204, 12/F,
Sea Bird House, 22-28 Wyndham Street,
Central, Hong Kong.

Share Registrars and Transfer Offices

Principal Registrar

HSBC Trustee (Cayman) Limited
P.O. Box 513 G.T. Strathvale House,
North Church Street, George Town
Grand Cayman, Cayman Islands
British West Indies

Branch Registrar

Tricor Tengis Limited
26/F, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

Stock Code

8220

Website

www.emcominternational.com

* retire by rotation but not offer for re-election at the annual general meeting of the Company held on 6 August 2010

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

The board of Directors (the "Board") of the Company presents the unaudited consolidated result of the Company and its subsidiaries (collectively, the "Group") for the three months ended 30 June 2010, together with the unaudited comparative figures for the corresponding period in 2009 were as follows -:

Continuing operations

	<i>Notes</i>	Three months ended 30 June	
		2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Revenue	2	211,727	130,266
Cost of sales		(210,215)	(130,585)
Gross profit/(loss)		1,512	(319)
Reimbursement from licensor		1,607	1,460
Other revenue and other net income	2	8	16
Gain on disposal of subsidiary	8	-	19,073
Selling expenses		(22)	(28)
Administrative and operating expenses		(11,051)	(7,607)
Share of results of associates		(8)	(32)
Finance costs	3	(714)	-
(Loss)/profit before taxation		(8,668)	12,563
Income tax	4	(161)	(158)
(Loss)/profit for the period from continuing operation		(8,829)	12,405
Discontinued operations			
Loss for the period from discontinued operations	9	-	(123)
(Loss)/profit for the period		(8,829)	12,282

	<i>Notes</i>	Three months ended 30 June	
		2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
(Loss)/profit attributable to:			
Equity holders of the Company		(8,829)	12,392
Non-controlling interests		-	(110)
		(8,829)	12,282
(Loss)/Earnings per share (cents per share)	6		(Restated)
From continuing and discontinued operations			
Basic		(0.32 cents)	0.76 cents
Diluted		N/A	-
From continuing operations			
Basic		(0.32 cents)	0.76 cents
Diluted		N/A	-

NOTES:

1. BASIS OF PREPARATION

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs")(which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosures requirements of the GEM Listing Rules and the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for an investment property, derivative financial instruments and equity investments, which have been measured at fair value. The unaudited consolidated results are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

The principal accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2010.

In the current period, the Group has adopted a number of new and revised HKFRSs, which are effective for accounting periods beginning on or after 1 January 2009. The adoption of these new and revised HKFRSs had no material effect on the results of financial position of the Group for the current and/or prior accounting periods. Accordingly, no prior period adjustment has been required.

The Group has not applied the new and revised HKFRSs, which have been issued but are not yet effective, in the unaudited consolidated results. The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, it has anticipated that these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

The first quarterly results are unaudited but have been reviewed by the audit committee of the Company.

2. REVENUE AND OTHER OPERATING INCOME

Revenue represents amount receivable for goods sold and services provided in the normal course of business, net of sales related taxes.

An analysis of the Group's revenue and other operating income is as follows:

	Three months ended 30 June	
	2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Revenue		
Continuing operations		
Sales of goods	209,722	129,815
Rendering of services	2,005	451
	211,727	130,266
Discontinued operations		
Sales of goods	-	-
Rendering of services	-	-
	211,727	130,266
Other revenue and net income		
Continuing operations		
Interest income	-	1
Sundry income	8	15
	8	16
Discontinued operations		
Interest income	-	-
Sundry income	-	-
	-	-
	8	16

3. FINANCE COSTS

	Three months ended 30 June	
	2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Finance costs		
Continuing operations		
Interest on bank loan	712	-
Finance lease charge	2	-
Discontinued operations		
Interest on convertible notes	-	-
	714	-

4. INCOME TAX

	Three months ended 30 June	
	2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Continuing operations		
Current tax	161	158
	161	158
Discontinued operations		
Current tax	-	-
	161	158

5. DIVIDEND

The Directors do not recommend the payment of any dividend for the three months ended 30 June 2010 (2009: Nil).

6. EARNINGS/(LOSS) PER SHARE

(a) Basic (loss)/earnings per share

	2010 HK Cent	2009 HK Cent (restated)
Basic (loss)/earnings per share		
From continuing operations	(0.32)	0.76
From discontinued operations	-	-
Total basic (loss)/earnings per share	(0.32)	0.76

The (loss)/earnings and weighted average number of ordinary shares used in the calculation of basic (loss)/earnings per share are as follows:

	2010 HK\$'000	2009 HK\$'000
(Loss)/earnings for the period attributable to owners of the Company	(8,829)	12,392
Less: Loss for the period from discontinued operations used in the calculation of basic (loss)/earnings per share from discontinued operation	-	123
(Loss)/earnings used in the calculation of basic (loss)/earnings per share from continuing operations	(8,829)	12,515

	2010	2009 (restated)
Weighted average number of ordinary shares for the purpose of basic (loss)/earnings per share	2,741,559,126	1,629,490,126

Weighted average number of ordinary shares in 2009 is restated by share consolidation on the basis of 2 ordinary shares consolidated into 1 share.

(b) Diluted earnings per share

No diluted loss per share has been presented by the Company for the three months ended 30 June 2010 as the exercise of the share options and convertible bonds will give rise to an anti-dilutive effect.

The earnings used in the calculation of diluted earnings per share in 2009 is the same as those for the basic earnings per share, as set out above. The weighted average number of ordinary shares for the purposes of diluted earnings per share reconciles to the weighted average number of ordinary shares used in the calculation of basis earnings per share as follows:

	2010	2009 (Restated)
Weighted average number of ordinary shares for the purpose of basic earnings per share	N/A	1,629,490,126
Effect of dilutive potential ordinary shares:	N/A	37,028,532
Weighted average number of ordinary shares for the purpose of diluted earnings per share	N/A	1,666,518,658

Weighted average number of ordinary shares in 2009 is restated by share consolidated on the basis of 2 ordinary shares consolidated into 1 share.

7. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to the equity holders of the Company									
	Share capital	Share premium	Contributed surplus	Equity component capital of convertible bonds	Share option reserve	Exchange reserve	Accumulated loss before MI	Total	Non Controlling interests	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2009	32,590	132,897	3,930	-	2,644	3,714	(172,730)	3,045	232	3,277
Exchange different arising from translation of financial statements of foreign operations	-	-	-	-	-	(75)	-	(75)	-	(75)
Profit of the period	-	-	-	-	-	-	12,392	12,392	(110)	12,282
At 30 June 2009	32,590	132,897	3,930	-	2,644	3,639	(160,338)	15,362	122	15,484
At 1 April 2010	54,231	221,512	3,930	8,202	4,925	58	(205,646)	87,212	(242)	86,970
Issue of ordinary shares under share option scheme	600	4,068	-	-	(1,632)	-	-	3,036	-	3,036
Loss for the period	-	-	-	-	-	-	(8,829)	(8,829)	-	(8,829)
At 30 June 2010	54,831	225,580	3,930	8,202	3,293	58	(214,475)	81,419	(242)	81,177

8. GAIN ON DISPOSAL OF SUBSIDIARY

On 30 June 2009, the Board of Directors agreed to dispose the entire 100% shareholding interest in Photar International Limited ("Subsidiary"), which was sales of mobile phones and DVD players, at a gain on disposal of the Subsidiary amounted to HK\$19,073,000.

9. DISCONTINUED OPERATIONS

The combined results of the discontinued operations (i.e. Telecommunication, Mobile phones and DVD players) included in the consolidated income statement are set out below.

	Three months ended 30 June	
	2010 HK\$'000 (Unaudited)	2009 HK\$'000 (Unaudited)
Loss for the period from discontinued operations		
Revenue	-	-
Expenses	-	(123)
Loss before taxation	-	(123)
Share of loss of a jointly controlled entity	-	-
	-	(123)

MANAGEMENT DISCUSSION AND ANALYSIS

GENERAL

During the three months ended 30 June 2010 (the “Period”), the Group is principally engaged in sales and trading of telecommunication and electronic equipment, commodities and computer hardware and relevant peripherals, property holding and provision of property management services.

The Group has always been proactive in looking for attractive opportunities to broaden the revenue base of the Group by actively seeking investment opportunities which are beneficial to the Group’s long term development with the best return to the Shareholders and the investors. The Directors are of the view that developing into the filmed entertainment business and its associated operations is in line with the Group’s business strategy in relocating its resources in expanding and diversifying its existing business by introducing a new line of business in the filmed entertainment business with growth potential.

FINANCIAL REVIEW

During the Period, the Group recorded a total turnover of approximately HK\$211,727,000, representing increase of approximately 63% as compared with HK\$130,266,000 for the period ended 30 June 2009.

Loss attributable to shareholders of the Group for the three months ended 30 June 2010 was approximately HK\$8,829,000 (three months ended 30 June 2009: profit of HK\$12,392,000).

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to the shareholders to approve the change of the English name of the Company from “Emcom International Limited” to “Bingo Group Holdings Limited” and to adopt a new Chinese name “比高集團控股有限公司” to replace the Chinese name “帝通國際有限公司” (which was adopted for identification purposes only) by way of a special resolution at an annual general meeting held on 6 August 2010 (the “AGM”). The resolution to approve the change of Company name was approved by the shareholders at the AGM.

OPERATION REVIEW

During the period under review, the Group had continued its business of Trading and Property Holding and Management. The Group had recorded a total loss of approximately HK\$8,829,000 for the period (30 June 2009: profit of HK\$12,282,000), Loss attributable to shareholders was approximately HK\$8,829,000 (30 June 2009: profit of HK\$12,392,000).

OTHER INFORMATION

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2010, the following Directors of the Company had or were deemed to have interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)(the "SFO"))(i) 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 or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to herein; or (iii) which were, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange:

(a) Long positions in the shares of the Company

Name of Directors	Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the company
Mr. Chan Cheong Yee	Beneficial owner	10,000	0.00%
Mr. Yik Chok Man	Beneficial owner	64,000	0.00%
Mr. Keung Kwok Hung	Beneficial owner	4,000,000	0.15%

Name of Directors	Nature of interest	Number of Shares held	Approximate percentage of issued share capital of the company
Mr. Chong Lee Chang <i>(Note 1)</i>	Beneficial owner and corporate interests	90,631,999	3.31%
Mr. Wong Chi Keung Patrick	Beneficial owner	1,350,000	0.05%
Ms. Chen Chou Mei Mei Vivien	Beneficial owner	5,500,000	0.20%

Note:

1. Mr. Chong Lee Chang, a Non-Executive Director of the Company, had personally owned 16,131,952 Shares and had been deemed to be interested in 74,500,047 shares through his beneficial interest in 100% of the entire issued share capital of Shieldman Limited.
2. The total number of the issued share capital of the Company as at 30 June 2010 was 2,741,559,126.

(b) Long positions in the underlying shares of the Company – Option

The Company adopted a share options scheme (the “Share option Scheme”) on 19 October 2002 which the Board may, at their discretion, offer employees, non-executive Directors, independent non-executive Directors or any other persons who have contributed to the Group to take up share options to subscribe for shares subject to the terms and conditions stipulated in the share option scheme. Pursuant to a service agreement (the “Service Agreement”) dated 22 February 2010 entered into between the Company and Mr. Chiau Sing Chi (“Mr. Chiau”) as mentioned in the circular on the Company dated 3 May 2010, the Company granted option to Mr. Chiau on 1 June 2010. Details of share options and option granted to the Directors as at 30 June 2010 were as follows:

Name of Director	Date of grant	Number of options held as at 1 April 2010	Number of options granted during the period	Number of options exercised during the year	Number of options held as at 30 June 2010	Exercise price HK\$	Exercise period	Approximate percentage of issued share capital of the company
Mr. Chan Cheong Yee (note 1)	26-8-2009	10,000,000	-	-	10,000,000	0.1012	26-8-2009 - 25-8-2012	0.36%
Mr. Keung Kwok Hung (note 1)	26-8-2009	5,000,000	-	(5,000,000)	-	0.1012	26-8-2009 - 25-8-2012	0.00%
Mr. Chiau Sing Chi (note 2)	1-6-2010	-	250,000,000	-	250,000,000	0.1000	1-12-2011 - 30-9-2013	9.12%

Note:

1. Under the Share Option Scheme.
2. Under the Service Agreement.

(c) Long position in the underlying shares of the Company - convertible bonds

Pursuant to the Service Agreement, a zero coupon convertible bonds having an aggregate principal amount of HK\$45 million shall be issued by the Company to Mr. Chiau. The convertible bond in the amount HK\$25 million was issued on 1 June 2010 and remaining four tranches (each worth HK\$5 million, and HK\$20 million in aggregate) of the convertible bonds will be issued on the date being the first, second, third and fourth anniversary of the date of 1 June as mentioned in the circular dated 3 May 2010.

As at 30 June 2010, the convertible bonds in the principal amount of HK\$25 million is convertible into 250,000,000 new shares of the Company at the conversion price of HK\$0.10 per conversion share (subject to adjustment) representing 9.11% of the issued share capital of the Company.

Save as disclosed above, as at 30 June 2010, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares of debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), (i) 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 or short positions which were taken or deemed to have under such provisions of the SFO); or (iii) which were, 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.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

So far as known to the Directors, as at 30 June 2010, the following person (not being Directors or chief executive of the Company) had, or was deemed to have, interests or short in the Shares or underlying Shares (i) which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (ii) who is expected, directly and indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or (iii) which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein:

Long position in the shares and underlying shares of the Company

Name of Shareholder	Number of Shares held	Position	Approximate percentage of issued share capital of the company
Beglobal Investments Limited <i>(Note 1)</i>	390,000,000	Long	14.23%
Mega Charming Limited <i>(Note 2)</i>	190,000,000	Long	6.93%
Emcom Limited <i>(Note 3)</i>	174,706,000	Long	6.37%
Jolly King Limited <i>(Note 4)</i>	174,706,000	Long	6.37%
Mr. Phang Wah <i>(Note 4)</i>	174,706,000	Long	6.37%
Modern China Holdings Limited <i>(Note 5)</i>	174,706,000	Long	6.37%
Mr. Chen Jijin <i>(Note 5)</i>	174,706,000	Long	6.37%

Notes:

1. Beglobal is ultimately owned by GZ Trust Corporation, being the trustee of a discretionary trust, The Sino Star Trust. The discretionary objects of The Sino Star Trust include Mr. Chiau and his family. Immediately before entering into the Agreements, Beglobal holds convertible bonds issued by the Company in the principal amount of HK\$39,000,000 which can be converted into up to an aggregate of 390,000,000 Shares at the conversion price of HK\$0.10 per Share (subject to adjustments).
2. Mega Charming Limited is wholly and beneficially owned by Designcase Limited, which is 99% beneficially owned by a discretionary trust founded by Mr. F.K. Hu. The remaining 1% interest in Designcase Limited is owned by Mr. and Mrs. F.K. Hu. Immediately before entering into the Agreements, Ryoden Property Development Company Limited, the holding company of Mega Charming holds convertible bonds issued by the Company in the principal amount of HK\$39,000,000 which can be converted into up to an aggregate of 390,000,000 Shares at the conversion price of HK\$0.10 per Share (subject to adjustments).
3. The issued share capital of Emcom Limited is beneficially owned as to 75% by Mr. Phang Wah, 15% by Mr. Yong Wai Hong and 10% by Mr. Lee Pin Yeow. Mr. Yong Wai Hong was the former Chairman, Chief Executive Officer and Executive Director of the Company and resigned on 18 April 2009. Emcom Limited is a party acting in concert with Modern China Holdings Limited under section 317(1)(a) of the SFO. Therefore, Emcom Limited is deemed to be interested in 174,706,000 Shares. Emcom Limited is beneficially interested in 98,864,000 Shares or approximately 3.60% of the issued share capital of the Company.
4. Jolly King Limited holds 75% interest in Emcom Limited and is therefore entitled to exercise or control the exercise of one-third or more of the voting power of Emcom Limited. The entire issued share capital of Jolly King Limited is held by Mr. Phang Wah. By virtue of SFO, Jolly King Limited and Mr. Phang Wah are deemed to be interested in 174,706,000 Shares.
5. Modern China Holdings Limited is wholly and beneficially owned by Mr. Chen Jijin who was formerly the chairman and an executive Director. Modern China Holdings Limited is a party acting in concert with Emcom Limited under section 317(1)(a) SFO. Therefore, Modern China Holdings Limited is deemed to be interested in 174,706,000 Shares. Modern China Holdings Limited is beneficially interested in 75,842,000 Shares or 2.77% of the issued share capital of the Company.

Save as disclosed above, as at 30 June 2010, the Directors are not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the Shares or underlying Shares (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

SHARE OPTIONS SCHEME

The Company's share option scheme was adopted pursuant to written resolutions passed on 19 October 2002 (the "Scheme") for the primary purpose of providing incentives to directors, eligible employees and participants who have contributed to the Group, and will expire in 12 November 2012. Under the Scheme, the board of directors of the Company may grant options to full-time or part-time employees including directors (executive and non-executive) and any advisor, consultant, supplier, distributor, contractor, agent, business partner, promoter, service provider or customer of the Company or any of its subsidiaries, to subscribe for shares in the Company.

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

Category	Date of grant	Number of options held as at 1 April 2010 '000	Number of options granted during the period '000	Number of options exercised/lapsed during the period '000	Number of options held as at 30 June 2010 '000	Exercise price HK\$	Exercise period
Directors	26 Aug 2009	15,000		(5,000)	10,000	0.1012	26 Aug 2009 - 25 Aug 2012
Employees	30 Dec 2008	1			1	0.054	30 Dec 2008 - 29 Dec 2011
	26 Aug 2009	1,500			1,500	0.1012	26 Aug 2009 - 25 Aug 2012
Advisor	24 Feb 2009	18,000			18,000	0.072	24 Feb 2009 - 23 Feb 2012
	26 Aug 2009	65,000		(25,000)	40,000	0.1012	26 Aug 2009 - 25 Aug 2012
Total		99,501	-	(30,000)	69,501		

DIRECTORS' AND EMPLOYEES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "DIRECTORS" and CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES" and "SHARE OPTIONS SCHEME" above, none of the Directors or employees of the Group or their associates were granted by the Company or its subsidiaries the rights to acquire shares or debentures of the Company or any other body corporate, or had exercised any such rights as at 30 June 2010.

COMPETING INTEREST

None of the Directors, the management shareholders or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interest with the Group.

RELATED PARTY TRANSACTION

For the three months ended 30 June 2010, the Group had no material transactions entered into with related parties (three months ended 30 June 2009: Nil)

PURCHASE, SALE OR REDEMPTION OF SHARES

For the three months ended 30 June 2010, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

AUDIT COMMITTEE

The Company has established its audit committee (the "Committee") on 19 October 2002 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Committee are to review and supervise the financial reporting process and internal control system of the Group. The Committee comprises three independent non-executive Directors, namely Ms. Tsang Fung Chu (Chairman), Mr. Wong Chi Keung Patrick, and Mr. Leung Ka Kui Johnny. The Group's unaudited results for the three months ended 30 June 2010 have been reviewed by the Committee who was of the opinion that the preparation of such results complied with the applicable accounting standards, the GEM Listing Rules and legal requirements and that adequate disclosures have been made.

Ms. Tsang Fung Chu and Mr. Wong Chi Keung, Patrick retire from office by rotation but do not offer themselves for re-election at the annual general meeting of the Company held on 6 August 2010.

COMPLIANCE OF CODE FOR DIRECTORS' SECURITIES TRANSACTION

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no exacting than the required standard of dealings set out in Rule 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company throughout the three months ended 30 June 2010.

By order of the Board
Emcom International Limited
Chan Cheong Yee
Executive Director

Hong Kong, 6 August 2010

As at the date of this report, the executive Directors are Mr. Chiau Sing Chi, Mr. Chan Cheong Yee and Mr. Yik Chok Man, the non-executive Directors are Mr. Chong Lee Chang, Mrs. Chin Chow Chung Hang, Roberta and the independent non-executive Directors are Mrs. Chen Chou Mei Mei, Vivien and Mr. Leung Ka Kui, Johnny.