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PROSTEN

PROSTEN TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

長達科技控股有限公司*

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8026

* For identification purpose only 僅供識別

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This report, for which the directors (the “Directors”) of Prosten Technology Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (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 herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，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之投資者。

由於創業板上市公司新興之性質所然，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。

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本報告乃遵照聯交所《創業板證券上市規則》(「創業板上市規則」)之規定而提供有關長達科技控股有限公司(「本公司」)之資料，本公司各董事(「董事」)願就本報告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，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。

HIGHLIGHTS

摘要

- Revenue of the Group for the three months ended 30 June 2011 amounted to HK\$25,648,000, representing a 46% increase as compared to the corresponding period in the previous financial year.
- The Group's gross profit was HK\$17,755,000, increased by 15% compared with the same period of last year.
- Profit attributable to equity holders of the Company for the three months ended 30 June 2011 amounted to HK\$280,000, decreased by 21% compared with the same period of 2010.
- The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2011.
- 本集團截至二零一一年六月三十日止三個月之收益為25,648,000港元，較上一個財政年度同期上升46%。
- 本集團之毛利為17,755,000港元，較去年同期增加15%。
- 截至二零一一年六月三十日止三個月，本公司權益持有人應佔溢利為280,000港元，較二零一零年同期減少21%。
- 董事會不建議就截至二零一一年六月三十日止三個月派發任何中期股息。

UNAUDITED CONSOLIDATED RESULTS

未 經 審 核 綜 合 業 績

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2011 together with the comparative unaudited figures for the corresponding period in 2010 as follows:

本公司董事會(「董事會」)欣然宣佈，本公司及其附屬公司(「本集團」)截至二零一一年六月三十日止三個月之未經審核綜合業績，連同二零一零年同期之未經審核比較數字如下：

		Three months ended 30 June 截至六月三十日止三個月	
		2011 HK\$'000 二零一一年 千港元 (Unaudited) (未經審核)	2010 HK\$'000 二零一零年 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	2	25,648
Cost of sales	銷售成本		<u>(7,893)</u>
Gross profit	毛利		17,755
Other income and gains	其他收入及收益		123
Selling expenses	銷售開支		(4,312)
Administrative expenses	行政開支		(11,662)
Other expenses	其他開支		(1,118)
Finance costs	財務費用		<u>(1)</u>
Profit before tax	除稅前溢利		785
Income tax expense	所得稅開支	3	<u>(505)</u>
Profit for the period attributable to equity holders of the Company	本公司權益持有人應佔期內溢利		<u>280</u>
Earnings per share attributable to equity holders of the Company	本公司權益持有人應佔每股盈利	4	<u>354</u>
Basic	基本		<u>HK0.04 cents 港仙</u>
Diluted	攤薄		<u>HK0.04 cents 港仙</u>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Three months ended 30 June 2011

綜合全面收益表

截至二零一一年六月三十日止三個月

		Three months ended 30 June	
		截至六月三十日止三個月	
		2011	2010
		HK\$'000	HK\$'000
		二零一一年	二零一零年
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit for the period	期內溢利	280	354
Other comprehensive income	其他全面收益		
Exchange differences on translation of foreign operations	換算海外業務產生的匯兌差額	32	627
Total comprehensive income for the period	期內全面收益總額	(312)	981

Notes:

附註：

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 disclosure 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. These unaudited consolidated results are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

The 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 2011.

In the current period, the Group has adopted a number of new or revised HKFRSs, which are effective for accounting periods beginning on or after 1 April 2011. The adoption of these new or revised HKFRSs had no significant financial effect on this financial results. Accordingly, no prior period adjustment has been required.

The Group has not applied the new or revised HKFRSs that have been issued but are not yet effective in this 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, the Group is not yet in a position to state whether these new and revised HKFRSs would have a significant impact on the Group's result of operations and financial position.

The unaudited consolidated results have been reviewed by the audit committee of the Company.

1. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會頒佈之香港財務申報準則(「香港財務申報準則」)(包括所有香港財務申報準則、香港會計準則及詮釋)、香港普遍採納之會計原則及創業板上市規則和香港公司條例之披露規定而編製。該等未經審核綜合業績乃根據歷史成本慣例編製，惟一項投資物業、衍生金融工具及權益投資以公平價值列賬除外。除另有指明外，未經審核綜合業績以港元(「港元」)呈列，所有金額均調整至最接近千位數。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零一一年三月三十一日止年度之全年綜合財務報表所採納者貫徹一致。

於本期間，本集團採納多項新訂或經修訂香港財務申報準則。該等準則於二零一一年四月一日或之後開始之會計期間起生效。採納此等新訂或經修訂香港財務申報準則對本財務業績並無構成重大財務影響，因此毋須對過往期間作出調整。

本集團並無在未經審核綜合業績中應用已經頒佈但尚未生效之新訂或經修訂香港財務申報準則。本集團正就該等新訂及經修訂香港財務申報準則於初始採納時的影響作出評估。目前本集團並不是在恰當的狀況去評定該等新訂及經修訂香港財務申報準則是否會對本集團的經營業績及財務狀況造成重大影響。

未經審核綜合業績已由本公司之審核委員會審閱。

2. Revenue

Revenue, which is also the Group's turnover, represents the net invoiced value of services rendered during the periods.

3. Income Tax

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the three months ended 30 June 2011 (2010: nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

2. 收益

收益即本集團之營業額，指期內所提供服務之發票淨值。

3. 所得稅

由於本集團於截至二零一一年六月三十日止三個月內沒有錄得香港應課稅溢利(二零一零年：無)，故期內並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算。

Three months ended 30 June

截至六月三十日止三個月

		2011	2010
		HK\$'000	HK\$'000
		二零一一年	二零一零年
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current — Elsewhere	即期 — 其他地區		
Charge for the period	期內支出	708	—
Deferred	遞延	(203)	1,775
		<hr/>	<hr/>
Total tax charge for the period	期內稅項支出總額	<u>505</u>	<u>1,775</u>

4. Earnings Per Share Attributable to Equity Holders of the Company

The calculation of basic earnings per share is based on the profit for the period attributable to ordinary equity holders of the Company of HK\$280,000 (2010: HK\$354,000), and the weighted average number of 756,355,000 (2010: 755,217,637) ordinary shares in issue during the period.

The calculation of the diluted earnings per share amount for the period ended 30 June 2011 was based on the profit for that period attributable to ordinary equity holders of the Company of HK\$280,000. The weighted average number of ordinary shares of 757,781,747 used in this calculation was the weighted average number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average of 1,426,747 ordinary shares assumed to have been issued at no consideration on the deemed exercise of 3,000,000 dilutive share options during the period.

No adjustment has been made to the basic profit per share amount presented for the three months ended 30 June 2011 in respect of a dilution as the impact of the share options outstanding had anti-dilutive effects on the basic earning per share amount presented.

4. 本公司權益持有人應佔每股盈利

每股基本盈利乃根據本公司普通股權益持有人應佔期內溢利280,000港元(二零一零年: 354,000港元)及期內已發行普通股之加權平均數756,355,000股(二零一零年: 755,217,637股)計算。

於截至二零一一年六月三十日止期間，每股攤薄盈利乃根據本公司普通股權益持有人應佔期內溢利280,000港元計算。計算所使用之普通股加權平均數757,781,747股為計算每股基本盈利時所用之期內已發行普通股加權平均數，以及假設3,000,000份具攤薄影響之購股權於期內視作獲行使而按零代價發行之普通股加權平均數1,426,747股。

由於尚未行使之購股權對所呈列之每股基本盈利金額具有反攤薄影響，故並無對截至二零一一年六月三十日止三個月所呈列之每股基本盈利金額作出攤薄調整。

5. Reserves

5. 儲備

		Share premium account	Statutory reserve fund	Foreign currency translation reserve	Share option reserve	Accumulated losses	Total
		股份溢價賬	法定儲備基金	外幣匯兌儲備	購股權儲備	累計虧損	總計
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2011 (Audited)	於二零一一年四月一日 (經審核)	372,468	770	10,311	7,952	(368,040)	23,461
Total comprehensive income for the period (Unaudited)	期內全面收益總額 (未經審核)	—	—	32	—	280	312
Equity-settled share option arrangements (Unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	301	—	301
Transfer of share option reserve on the forfeited share options (Unaudited)	購股權被沒收時轉撥購股權儲備 (未經審核)	—	—	—	(8)	8	—
At 30 June 2011 (Unaudited)	於二零一一年六月三十日 (未經審核)	<u>372,468</u>	<u>770</u>	<u>10,343</u>	<u>8,245</u>	<u>(367,752)</u>	<u>24,074</u>
At 1 April 2010 (Audited)	於二零一零年四月一日 (經審核)	371,932	53	8,163	7,368	(369,675)	17,841
Total comprehensive income for the period (Unaudited)	期內全面收益總額 (未經審核)	—	—	627	—	354	981
Share options exercised (Unaudited)	行使購股權 (未經審核)	262	—	—	—	—	262
Equity-settled share option arrangements (Unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	534	—	534
Transfer of share option reserve on the exercised share options (Unaudited)	購股權獲行使時轉撥購股權儲備 (未經審核)	181	—	—	(181)	—	—
Transfer of share option reserve on the forfeited share options (Unaudited)	購股權被沒收時轉撥購股權儲備 (未經審核)	—	—	—	(21)	21	—
At 30 June 2010 (Unaudited)	於二零一零年六月三十日 (未經審核)	<u>372,375</u>	<u>53</u>	<u>8,790</u>	<u>7,700</u>	<u>(369,300)</u>	<u>19,618</u>

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2011 (2010: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS**Financial Review**

Revenue of the Group for the three months ended 30 June 2011 amounted to about HK\$25,648,000, representing a 46% increase as compared to that of about HK\$17,540,000 for the three months ended 30 June 2010 ("2010 Q1"). The profit attributable to equity holders of the Company for the three months ended 30 June 2011 amounted to about HK\$280,000, while there was a profit attributable to equity holders of the Company of about HK\$354,000 for 2010 Q1, represented a decrease of 21%.

The business environment of mobile service providers remained challenging in recent years, resulting in the telecom operators' reviewing of the pricing model of mobile music value added service as a whole. One of our contracts with a telecom operator expired in this quarter and negotiation for its renewal is in progress. The Group has pro-actively taken measures to alleviate the negative impact that may be brought about by this potential change by expanding our business with our business partners. In the current period, the increase in the product acceptance contributed to the increase in our revenue.

During the period under review, the Group's target was to enhance its product and services quality assurance and product acceptance level to cope with the changing business environment. As a result, the Group's cost of sales for the period under review amounted to about HK\$7,893,000, representing an increase of about HK\$5,768,000 or 271% compared to that of about HK\$2,125,000 for 2010 Q1.

中期股息

董事會不建議就截至二零一一年六月三十日止三個月派發任何中期股息(二零一零年：無)。

管理層討論及分析**財務回顧**

本集團截至二零一一年六月三十日止三個月之收益約為25,648,000港元，較截至二零一零年六月三十日止三個月(「二零一零年第一季」)之收益約17,540,000港元上升46%。截至二零一一年六月三十日止三個月本公司權益持有人應佔溢利約280,000港元，而二零一零年第一季本公司權益持有人應佔溢利約354,000港元，減少21%。

近年，移動通訊服務供應商之營商環境仍然充滿挑戰，令電訊運營商因應對移動音樂增值服務之定價模式作出檢討。本集團其中一份與一家電訊運營商訂立之合約已於本季度到期，現正就重續合約進行商討。本集團已積極採取多項措施，包括透過與其業務夥伴合作拓展業務以緩和此潛在改變可能帶來之負面影響。於本期間，產品接受程度上升亦有助收益增加。

於回顧期間，本集團專注提升其產品及服務質素以及產品接受程度以應付瞬息萬變的營商環境。因此，本集團於回顧期間之銷售成本約達7,893,000港元，較二零一零年第一季約2,125,000港元增加約5,768,000港元或271%。

In the current period, the Group attained gross profit of about HK\$17,755,000, representing an increase of 15% compared with that of 2010 Q1. The increase was mainly due to the increase in the Group's revenue.

Overall operating expenses including selling, administrative and other expenses, totally amounted to about HK\$17,092,000 for the current three-month period, representing an increase by 22% as compared to that of about HK\$13,968,000 for 2010 Q1. Selling expenses amounted to about HK\$4,312,000 for the current period, representing an increase by 19% over that of about HK\$3,636,000 in 2010 Q1. The increase was due to additional promotional effort made as part of the Group's strategy and development plan targeted at stimulating growth in revenue.

Administrative expenses increased from about HK\$9,481,000 in 2010 Q1 to about HK\$11,662,000 in this quarter, representing an increase of about 23%, which mainly due to the increase in staff costs such as severance payment, bonus and business trip expenses.

Other expenses represented cost of new products development and expenses of other non-operating activities. Other expenses increased by about 31% to about HK\$1,118,000 in the first quarter of 2011 which was mainly due to the increase in non-operating staff costs for continuous product development and service enhancement.

Other income and gains decreased by about 82% from about HK\$687,000 in the first quarter last year to about HK\$123,000 for the current period, which is mainly caused by the disposal of the short term investments of the Group last year, resulting in a decrease in investment related income. In addition, there is also a decrease in adjustment on the fair value of investment property in this quarter.

於本期間，本集團錄得毛利約17,755,000港元，較二零一零年第一季上升15%。上升主要由於本集團收益有所增加。

整體經營開支，包括銷售、行政及其他開支於目前三個月期間合共約17,092,000港元，較二零一零年第一季約13,968,000港元上升22%。於本期間，銷售開支約4,312,000港元，較二零一零年第一季約3,636,000港元上升19%。上升乃由於本集團提升推廣力度以作為其新戰略之一環，以及推出以刺激收益增長為目標之發展計劃。

行政開支由二零一零年第一季約9,481,000港元增加至本季度約11,662,000港元，升幅約達23%，此乃主要由於員工成本如離職金、花紅及差旅費等增加所致。

其他開支乃開發新產品成本及其他非經營活動開支。其他開支上升約31%至二零一一年第一季約1,118,000港元，主要由於持續進行產品開發及提升服務質素所產生之非經營員工成本增加。

其他收入及收益由去年第一季約687,000港元下降約82%至本期間約123,000港元，此乃主要由於本集團於去年出售若干短期投資，導致投資相關收入減少。此外，投資物業於本季度之公平價值調整亦有所減少。

Due to a combination of the effects stated above, profit attributable to equity holders of the Group slightly decreased to about HK\$280,000 in period under review from about HK\$354,000 in 2010 Q1.

Financial Position, Liquidity, Financial Resources and Gearing Ratio

As at 30 June 2011, the total equity of the Group amounted to about HK\$99.7 million (31 March 2011: HK\$99.1 million) and the Group's net current assets amount to about HK\$87.2 million (31 March 2011: HK\$86.5 million). The current ratio, which is calculated by current assets to current liabilities as at 30 June 2011 was 5.3 (31 March 2011: 4.5). The Group previously experienced slow collection in one of its major customers which resulted in high account receivable balances as of 31 March 2011. A portion of such receivable was settled in this quarter.

The Group adopts a prudent cash and financial management policy. In order to achieve better-cost control and minimize the cost of funds, the Group's treasury activities are centralized and cash is generally placed in deposits, denominated mostly in Renminbi and Hong Kong dollars. As at 30 June 2011, cash and bank balances amounted to about HK\$38.2 million, representing a slight increase from that as at 31 March 2011 of about HK\$34.2 million. During the period under review, the Group financed its operations mainly with its revenue from operations. As at 30 June 2011, the Group had a low gearing ratio (total borrowings over total equity) of 0.02% (31 March 2011: 0.05%).

基於上述各項之綜合影響，本集團由二零一零年第一季之權益持有人應佔溢利約354,000港元輕微減少至回顧期間約280,000港元。

財政狀況、流動資金、財政資源及資本與負債比率

於二零一一年六月三十日，本集團之權益總額約為99,700,000港元(二零一一年三月三十一日：99,100,000港元)，而本集團之流動資產淨值約為87,200,000港元(二零一一年三月三十一日：86,500,000港元)。於二零一一年六月三十日，流動比率(按流動資產對流動負債計算)為5.3(二零一一年三月三十一日：4.5)。本集團向其中一名主要客戶收款之進度緩慢，導致二零一一年三月三十一日之應收賬款結餘處於高水平。該應收賬款部分已於本季度清償。

本集團採取審慎之現金及財政管理政策。為求更有效控制成本及盡量降低資金成本，本集團集中管理其庫務活動以及一般以存款方式存放現金，並且大部分以人民幣及港元計值。於二零一一年六月三十日，現金及銀行結餘約達38,200,000港元，較二零一一年三月三十一日約34,200,000港元輕微增加。於回顧期間，本集團主要以其經營收益為其營運提供資金。於二零一一年六月三十日，本集團之資本與負債比率(借貸總額對權益總額)處於0.02%(二零一一年三月三十一日：0.05%)之低水平。

Capital Structure

The shares of the Company were listed on GEM on 28 March 2000. There was no change of the Company's capital structure during the period under review.

Investments During the Period under Review

On 16 February 2011, the Group entered into a sale and purchase agreement with four independent third parties to acquire 100% equity interest in 北京易歐游科技有限公司 (Beijing Yi Ou You Technology Company Limited, for identification purposes only), a company established in Mainland China, at a cash consideration of RMB300,000. The acquisition was completed in this quarter.

Foreign Currency Exchange Exposure and Treasury Policies

As most of the Group's trading transactions, monetary assets and liabilities are denominated in Renminbi and Hong Kong dollars, the impact of foreign exchange exposure to the Group was minimal and there was no significant adverse effect on normal operations. As at 30 June 2011, no related hedges were made by the Group.

Contingent Liabilities

As at 30 June 2011 (31 March 2011: Nil), the Group had no material contingent liabilities.

資本架構

本公司股份於二零零零年三月二十八日在創業板上市。本公司之資本架構於回顧期間內概無任何變動。

於回顧期間之投資

於二零一一年二月十六日，本集團與四名獨立第三方訂立一份買賣協議，以收購北京易歐游科技有限公司（一家於中國內地成立之公司）之100%股本權益，現金代價為人民幣300,000元。收購已於本季度完成。

外匯風險及庫務政策

本集團大部分買賣交易、貨幣資產及負債乃以人民幣及港元為計算單位，因此外幣匯兌風險對本集團所構成之影響甚微，對正常業務亦無重大不利影響。於二零一一年六月三十日，本集團並無進行相關對沖。

或然負債

於二零一一年六月三十日，本集團並無重大或然負債（二零一一年三月三十一日：無）。

Business Review and Outlook

During the first quarter of 2011, the Group continued to implement its new strategy, which involved diversified development of the personal digital entertainment services with an aim of becoming a leading personal digital entertainment services provider in the PRC. With wireless music search services as our strategic core business, the Group has also developed other personal digital entertainment services, of which provision of entertainment information businesses, game business and personal music application business have achieved staged progress.

During this quarter, the Group maintained a steady growth in the number of users in wireless music search with an increase of 36.72 million new users. The new business was launched in the fourth quarter of 2010. The accumulated increases in the number of users of entertainment information and game business were over 8.7 million and 7.5 million respectively during this quarter.

The Group increased its efforts in promoting mobile internet music search services through the use of GPRS and TD network during the first quarter of 2011 and continued to bolster its proportion of revenue from GPRS and TD network based music services. Revenue from downloading of MP3 vibrating ringing tones and songs saw marked increase, and its proportion to the Company's revenue from the music business rose from 37.49% on the average in the fourth quarter of 2010 to 38.73% on average in the first quarter of 2011.

The management anticipates that the revenue from the traditional wireless music search business of the Group will decrease. As the cooperation agreement ("Cooperation Agreement") entered into by the Group and Sichuan Mobile Communication Company Limited ("Sichuan Mobile"), a subsidiary of China Mobile Limited, for the provision of operational support of wireless music search by the Group for the period from 5 January 2010 to 5 July 2011, expired on 5 July 2011, the Group is now in negotiation with Sichuan Mobile on the renewal of the Cooperation Agreement. In view of the tightening of control on the wireless value-added business by telecom operators, it is

業務回顧及展望

本集團在二零一一年第一季度持續發展新策略，全面開拓提供個人數碼娛樂服務，目標是成為中國領先的個人數碼娛樂服務供應商。在以無線音樂搜索服務為戰略核心主線的基礎上，開展其他個人數碼娛樂服務，其中娛樂資訊業務、遊戲業務以及音樂個人應用服務方面已取得了階段性的進展。

本季度，本集團繼續保持無線音樂搜索用戶數目持續增長，新增用戶數目為3,672萬戶。新業務在二零一零年第四季度正式推出商用，娛樂資訊新增用戶數目本季度累計超過870萬戶，遊戲業務新增用戶數目本季度累計達到750萬戶。

本集團在二零一一年第一季度持續透過利用GPRS及TD網絡提升移動互聯網音樂搜索服務推廣力度，並繼續提升基於GPRS以及TD網絡音樂服務收入的份額。MP3振鈴和歌曲下載收入顯著提升，佔本公司音樂收入比重從二零一零年第四季度平均份額37.49%提升到二零一一年第一季度的平均份額38.73%。

管理層預期本集團傳統無線音樂搜索業務收入將有所下滑。本集團與中國移動通訊集團四川有限公司（「四川移動公司」，中國移動有限公司之附屬公司）訂立合作協議（「合作協議」），據此，本集團於二零一零年一月五日至二零一一年七月五日期間提供無線音樂搜索運營支援，並於二零一一年七月五日期滿，本集團正就重續合作協議與四川移動公司進行磋商。鑒於電信運營商將收緊對無線增值業務的控

expected that should a renewed Cooperation Agreement be entered into, the terms offered may not be as favourable as the existing one, and the results of the Group may be affected as a result.

On one hand, the scale of wireless value added business industry and the wireless music search user base will continue to develop, but on the other hand, telecom operators will keep on tightening the control on the said business by introducing more restrictive policies on their business partners. In particular, China Mobile Limited (“China Mobile”) will change its overall business policy with its business partners for value added business, resulting in changes in our levels of cooperation and varying commercial contract terms. To minimize adverse impact, the Group will further communicate with China Mobile about the business policy for our cooperation in wireless music search business.

During the second quarter of 2011, the Group will focus on providing comprehensive personal digital entertainment services and gradually increasing the number of users of non-music digital entertainment services as well as its revenue. The Group will also put emphasis on increasing revenue from the game business and the number of users of personal music application and aim at expanding our market share in wireless music search with a view to maintaining our leading market position in the paid wireless music search market. Moreover, we have reached detailed cooperation agreements with a number of provincial level operators in various provinces in China to roll out our close collaboration in music projects in order to provide more personalized music services to our users. Such project has a rosy outlook to become a new growth area of the Group.

Overall, the Group will continue to enhance its marketing cooperation with China Mobile to exploit more marketing resources for music business; continue to strengthen its effort to achieve a full-range expansion of personal digital entertainment services centering on wireless music search services. We are confident in the prospect of the personal digital entertainment services in China and have strong belief in its continuous and steady development.

制，預期倘訂立更新合作協議，所提供的條款可能遜於現有條款，並因此影響本集團的業績。

雖然無線增值業務行業規模以及無線音樂搜索用戶規模將持續發展，但電信運營商將透過對業務夥伴推出更多限制性政策，加強對前述業務的控制。特別是中國移動有限公司（「中國移動」）對增值業務的業務夥伴商務政策全面調整，將對我們的合作模式以及商務條款帶來不同程度之改變。本集團將繼續與中國移動針對無線音樂搜索支撐合作商務政策進行深入溝通，儘量減少不利的影響。

本集團在二零一一年第二季度將繼續專注於打造綜合個人數碼娛樂服務，並逐漸提升非音樂數碼娛樂服務的用戶規模及收入。本集團將重點提升遊戲業務收入以及音樂個人應用服務用戶數目，並持續提升無線音樂搜索市場份額，保持付費無線音樂搜索市場第一的行業地位。此外，我們和多省中國移動省級商已簽署深度運營合作協議，並正式啟動音樂深度合作項目，為用戶提供更加個性化的音樂服務。該項目有望成為本集團新的收益增長點。

整體上，本集團將繼續加強與中國移動的行銷合作，深入挖掘音樂營銷資源，繼續加強以無線音樂搜索服務為核心的個人數碼娛樂服務全方位拓展。我們對中國個人數碼娛樂服務產業的持續及穩定發展前景充滿信心。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2011, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the 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 which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Exchange, were as follows:

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一一年六月三十日，董事及主要行政人員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)之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉(包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉)，或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

Long positions in the ordinary shares of the Company

於本公司普通股之好倉

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股 股份數目	Percentage of the Company's issued share capital
				Note (3) 佔本公司 已發行股本 百分比 附註(3)
Mr. Yip Heon Keung 葉向強先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	181,682,918	24.02%
Mr. Yip Heon Ping 葉向平先生	(2)	Object of a discretionary family trust and through a controlled corporation 全權家族信託之 託管對象及透過 一間受控制公司	181,682,918	24.02%

Notes:

- (1) These shares are held by Greenford Company (PTC) Limited (“Greenford”) and Bakersfield Global (PTC) Corporation (“Bakersfield”) as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group (PTC) Limited (“Ace Central”) as the trustee of The New Millennium Trust, a discretionary family trust and Mr. Yip Heon Keung is the sole director and sole shareholder of Ace Central. By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 181,682,918 shares of the Company held by Ace Central.
- (2) By virtue of the SFO, Mr. Yip Heon Ping, being one of the discretionary objects of The New Millennium Trust for the time being, is deemed to be interested in 181,682,918 shares of the Company. Among these shares, 122,597,702 shares is held by Greenford as a trustee mentioned above. The entire issued share capital in Greenford is held by Mr. Yip Heon Ping.
- (3) Based on 756,355,000 shares of the Company in issue as at 30 June 2011.

附註：

- (1) 該等股份由Greenford Company (PTC) Limited (「Greenford」)及Bakersfield Global (PTC) Corporation (「Bakersfield」)分別以The Greenford Unit Trust及The Bakersfield Unit Trust之受託人身份持有，該等信託之所有單位均由Ace Central Group (PTC) Limited (「Ace Central」)以The New Millennium Trust(一項全權家族信託)之受託人身份持有，而葉向強先生為Ace Central之唯一董事及唯一股東。根據證券及期貨條例，葉向強先生被視為於Ace Central持有本公司181,682,918股股份中擁有權益。
- (2) 根據證券及期貨條例，作為The New Millennium Trust當時其中一名全權託管對象，葉向平先生被視為於本公司181,682,918股股份中擁有權益。於該等股份中，122,597,702股股份由Greenford以上文所述之受託人身份持有。Greenford全部已發行股本由葉向平先生持有。
- (3) 根據於二零一一年六月三十日已發行之756,355,000股本公司股份計算。

Long positions in underlying shares of the Company

Share Options

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants include the Company's Directors and employees of the Group. Under the terms of the share option scheme adopted by the Company on 7 March 2000, the Board was authorised, at its absolute discretion, to grant options to the Company's Directors and employees of the Group, to take up options to subscribe for ordinary shares of the Company. The share option scheme became effective for a period of 10 years commencing on the listing of the Company's shares on GEM of the Exchange on 28 March 2000 (the "2000 Scheme").

At the annual general meeting of the Company held on 27 July 2001, ordinary resolutions were passed by the shareholders to approve the cancellation and the re-grant of the share options under the 2000 Scheme.

At the extraordinary general meeting of the Company held on 9 April 2002, ordinary resolutions to approve the termination of the 2000 Scheme and the adoption of a new share option scheme (the "2002 Scheme") were duly passed by the shareholders. Upon termination of the 2000 Scheme, no further options will be granted thereunder but in all other respects, the provisions of the 2000 Scheme shall remain in force and all options granted prior to such termination shall continue to be valid and exercisable in accordance therewith. The 2002 Scheme became effective for a period of 10 years commencing on 23 April 2002. Under the 2002 Scheme, the Directors may, at their sole discretion, grant to any eligible participants under the 2002 Scheme options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on GEM as stated in the Exchange's daily

於本公司相關股份之好倉

購股權

本公司設有一項購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。合資格參與者包括本公司董事及本集團僱員。根據本公司於二零零零年三月七日所採納之購股權計劃條款，董事會獲授權全權酌情決定向本公司董事及本集團僱員授出購股權，以接納購股權認購本公司普通股股份。購股權計劃於本公司股份於二零零零年三月二十八日在聯交所創業板上市時開始生效，為期10年（「二零零零年計劃」）。

本公司於二零零一年七月二十七日召開之股東週年大會上，股東通過普通決議案，批准取消及重新授出二零零零年計劃下之購股權。

在本公司於二零零二年四月九日召開之股東特別大會上，股東正式通過普通決議案，批准終止二零零零年計劃及採納一項新購股權計劃（「二零零二年計劃」）。於二零零零年計劃終止後，將不再根據該計劃授出購股權，惟二零零零年計劃之條文於所有其他方面仍然有效，且於終止前授出之所有購股權將持續有效及可據其條款予以行使。二零零二年計劃自二零零二年四月二十三日開始生效，為期10年。根據二零零二年計劃，董事可全權酌情決定向二零零二年計劃下的任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所

quotation sheet on the date of the offer of grant; or (ii) the average closing price of the shares of the Company on GEM as stated in the Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company's share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

At the annual general meeting of the Company held on 25 July 2006 (the "AGM"), an ordinary resolution was passed by the shareholders to approve the refreshing of the 10% general limit on the grant of share options under the 2002 Scheme.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the 2002 Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the AGM.

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the 2002 Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

In accordance with the terms of the relevant share option schemes, the exercise period of the options granted is determinable by the Directors, and commences after certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

列本公司股份在創業板之收市價；或(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格(以最高者為準)，認購本公司之普通股。接納授出購股權要約之期限為要約日期起計21日內。接納購股權時須支付象徵式代價1港元。

在本公司於二零零六年七月二十五日召開之股東週年大會(「股東週年大會」)上，股東通過一項普通決議案，批准更新根據二零零二年計劃授出購股權之10%一般上限。

因根據二零零二年計劃將授出之所有購股權獲行使而可配發及發行之股份總數，其數目相等於截至股東週年大會舉行日期之本公司已發行之股份之10%。

因根據二零零二年計劃及本集團任何其他購股權計劃所授出及尚未獲行使之所有購股權獲行使而將予配發及發行之股份最高數目，必須合共不超過不時已發行之本公司有關類別股份之30%。

根據有關購股權計劃之條款，已授出購股權之行使期限由董事釐定，並於若干歸屬期後開始，及在任何情況下最遲須於各有關授出購股權日期起計10年屆滿，惟須受提前終止之條文所規限。

The following Directors were granted share options under the 2000 Scheme to subscribe for shares of the Company, details of which are as follows:

以下董事根據二零零零年計劃獲授購股權以認購本公司股份，詳情如下：

Name of Director 董事姓名	Number of share options 購股權數目			At 30 June 2011 於二零零一年 六月三十日	Date of share options re-granted 購股權 重授日期	Exercise period of share options re-granted 重授購股權 之行使期限	Exercise price of share options re-granted 重授購股權 之行使價 HK\$ per share 港元(每股)
	At 1 April 2011 於二零零一年 四月一日	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Mr. Yip Heon Keung 葉向強先生	5,300,000	—	—	5,300,000	22 August 2001 二零零一年 八月二十二日	22 August 2001 to 21 August 2011 二零零一年 八月二十二日至 二零零一年 八月二十一日	0.40
Mr. Yip Heon Ping 葉向平先生	6,300,000	—	—	6,300,000	22 August 2001 二零零一年 八月二十二日	22 August 2001 to 21 August 2011 二零零一年 八月二十二日至 二零零一年 八月二十一日	0.40

The following Director was granted share options under the 2002 Scheme to subscribe for shares of the Company, details of which are as follows:

以下董事根據二零零二年計劃獲授購股權以認購本公司股份，詳情如下：

Name of Director 董事姓名	Number of share options 購股權數目			At 30 June 2011 於二零一一年 六月三十日	Date of share options granted 購股權 授出日期	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted 授出購股權 之行使價 HK\$ per share (每股)
	At 1 April 2011 於二零一一年 四月一日	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Ms. Li Luyi [#] 李魯一女士 [#]	4,000,000	—	—	4,000,000	9 February 2010 二零一零年 二月九日	9 February 2010 to 8 February 2020 二零一零年 二月九日至 二零二零年 二月八日	0.66
	2,500,000	—	—	2,500,000	23 November 2010 二零一零年 十一月二十三日	23 November 2010 to 22 November 2020 二零一零年 十一月二十三日 至 二零二零年 十一月二十二日	0.27

[#] Ms. Li Luyi was appointed as a Director of the Company on 10 November 2010. Pursuant to the 2002 Scheme, she is also entitled to the share options granted to her on 9 February 2010 and 23 November 2010 to subscribe for 4,000,000 shares and 2,500,000 shares of the Company respectively at an exercise price of HK\$0.66 per share and HK\$0.27 per share respectively in her capacity as an employee of the Group.

[#] 李魯一女士於二零一零年十一月十日獲委任為本公司董事。根據二零零二年計劃，彼仍有權以本集團僱員之身份享有分別於二零一零年二月九日及二零一零年十一月二十三日授予彼之購股權，分別按每股0.66港元及每股0.27港元之行使價認購本公司4,000,000股及2,500,000股股份。

As at 30 June 2011, the Company had outstanding options to subscribe for up to 25,065,000 shares and 33,520,000 shares under the 2000 Scheme and the 2002 Scheme, respectively.

Save as disclosed above, as at 30 June 2011, none of the Directors and chief executive of the Company had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

於二零一一年六月三十日，根據二零零零年計劃及二零零二年計劃，本公司分別有可認購最多25,065,000股及33,520,000股股份之尚未行使購股權。

除上文所披露者外，於二零一一年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團之股份或相關股份中概無擁有須記錄於根據證券及期貨條例第352條存置之登記冊內，或根據創業板上規規則第5.46條須知會本公司及聯交所之權益或淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2011, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東之權益及淡倉

於二零一一年六月三十日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊之權益或淡倉之股東(本公司董事或主要行政人員除外)如下：

Long positions in the ordinary shares or underlying shares of the Company

於本公司普通股或相關股份之好倉

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份 股份數目	Percentage of the Company's issued share capital Note (9) 佔本公司 已發行股本 百分比 附註(9)
Greenford Company (PTC) Limited	(1)	Beneficially owned 實益擁有	122,597,702	16.21%
Century Technology Holding (PTC) Limited	(2)	Beneficially owned 實益擁有	114,851,701	15.18%
Bakersfield Global (PTC) Corporation	(3)	Beneficially owned 實益擁有	59,085,216	7.81%
Ace Central Group (PTC) Limited (as trustee of The New Millennium Trust) (以 The New Millennium Trust 之受託人身份)	(4)	Trustee of a discretionary family trust and through controlled corporations 全權家族信託之 受託人及透過 受控制公司	181,682,918	24.02%
Mr. Yip Seng Mun 葉醒民先生	(2), (3), (4) & (5)	Founder of a discretionary family trust, beneficially owned and through controlled corporations 全權家族信託之 創辦人，實益擁有及透過 受控制公司	301,095,619	39.81%

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份 股份數目	Percentage of the Company's issued share capital Note (9) 佔本公司 已發行股本 百分比 附註(9)
Knicks Capital Inc.	(6)	Beneficially owned 實益擁有	40,480,000	5.35%
Mr. Zhang Xingsheng 張醒生先生	(6)	Interest of a controlled corporation 一間受控制公司之權益	40,480,000	5.35%
Right Advance Management Limited	(7)	Beneficially owned 實益擁有	150,000,000	19.83%
Ms. Wang Li Mei 王立梅女士	(7)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	19.83%
Mr. Wang Leilei 王雷雷先生	(7)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	19.83%
Will City Limited 志城有限公司	(8)	Beneficially owned 實益擁有	100,000,000	13.22%
Ms. Zhang Yingnan 張穎楠女士	(8)	Interest of a controlled corporation 一間受控制公司之權益	100,000,000	13.22%

Notes:

- (1) Greenford is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, a Director of the Company.
- (2) Century Technology Holding (PTC) Limited ("Century") is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former Director of the Company.
- (3) Bakersfield is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun.
- (4) An aggregate of 181,682,918 shares are held through Greenford and Bakersfield as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Seng Mun as the founder and Mr. Yip Heon Ping as one of the discretionary objects for the time being.

附註：

- (1) Greenford 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司董事葉向平先生持有。
- (2) Century Technology Holding (PTC) Limited (「Century」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司前任董事葉醒民先生實益擁有。
- (3) Bakersfield 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由葉醒民先生實益擁有。
- (4) 合共181,682,918股股份由Greenford及Bakersfield分別以The Greenford Unit Trust及The Bakersfield Unit Trust之受託人身份持有。該等信託之所有單位均由Ace Central以The New Millennium Trust之受託人身份持有，而The New Millennium Trust為一項當時以葉醒民先生為創辦人及以葉向平先生為其中一名全權託管對象而設之全權家族信託。

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|--|---|
| <p>(5) By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 181,682,918 shares of the Company as the founder of The New Millennium Trust, 114,851,701 shares of the Company as the beneficial owner of Century and personally interested in 561,000 shares of the Company. In addition, he is also entitled to his share options to subscribe for 4,000,000 shares of the Company in his capacity as an employee of the Group.</p> | <p>(5) 根據證券及期貨條例，作為The New Millennium Trust之創辦人，葉醒民先生被視為擁有本公司181,682,918股股份之權益。作為Century之實益擁有人擁有本公司114,851,701股股份之權益及擁有本公司561,000股股份之個人權益。此外，彼亦以本集團僱員之身份享有可認購本公司4,000,000股股份之購股權。</p> |
| <p>(6) Knicks Capital Inc. is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Zhang Xingsheng.</p> | <p>(6) Knicks Capital Inc. 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張醒生先生持有。</p> |
| <p>(7) Right Advance Management Limited (“Right Advance”) is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance.</p> | <p>(7) Right Advance Management Limited (「Right Advance」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本以王立梅女士之名義註冊。王雷雷先生最終擁有該等股份。王立梅女士為Right Advance之唯一董事。</p> |
| <p>(8) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.</p> | <p>(8) 志城有限公司為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張穎楠女士持有。</p> |
| <p>(9) Based on 756,355,000 shares of the Company in issue as at 30 June 2011.</p> | <p>(9) 根據於二零一一年六月三十日已發行之756,355,000股本公司股份計算。</p> |

Save as disclosed above, as at 30 June 2011, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

COMPETING INTERESTS

None of the Directors or the management shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the period under review.

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

During the three months ended 30 June 2011, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

除上文披露者外，於二零一一年六月三十日，本公司並無獲知會任何人士（董事或本公司主要行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊內之權益或淡倉。

競爭權益

於回顧期內，各董事或本公司之管理層股東或彼等各自之聯繫人士（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。

購買、贖回或出售本公司之上市證券

於截至二零一一年六月三十日止三個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the three months ended 30 June 2011.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with all the code provisions set out in the Code on Corporate Governance Practices (the "CG Code") as contained in Appendix 15 of the GEM Listing Rules throughout the period under review.

AUDIT COMMITTEE

The Company established the Audit Committee on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The primary duties of the Audit Committee include the review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the relationship with the auditors of the Company.

As at the date of this report, the Audit Committee comprised three independent non-executive Directors of the Company, namely Mr. Tam Chun Wan (Chairman of the Audit Committee), Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun.

The Audit Committee has reviewed this report and has provided advice and comments thereon.

董事進行之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上規第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一一年六月三十日止三個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

企業管治常規

於回顧期內，本公司一直遵守創業板上規則附錄十五所載之企業管治常規守則（「企業管治常規守則」）之所有守則條文。

審核委員會

本公司已於二零零零年三月七日成立審核委員會，並已根據企業管治常規守則之守則條文制訂及不時修訂其書面職權範圍。審核委員會之主要職權包括審閱及監察本集團之財務申報制度及內部控制程序、審閱本集團之財務資料，及檢討與本公司核數師之關係。

於本報告日期，審核委員會由本公司三名獨立非執行董事譚振寰先生（審核委員會主席）、謝月玲女士及黎美倫女士組成。

審核委員會已審閱本報告，並就此提供意見及評論。

REMUNERATION COMMITTEE

In accordance with the CG Code, the Company established its remuneration committee (“Remuneration Committee”) on 17 June 2005 with written terms of reference. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company’s policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises two independent non-executive Directors of the Company, namely Ms. Tse Yuet Ling, Justine (Chairman of the Remuneration Committee), Ms. Lai May Lun and one executive Director, Mr. Yip Heon Keung.

By Order of the Board
Yip Heon Keung
Chairman

Hong Kong, 8 August 2011

薪酬委員會

根據企業管治常規守則之規定，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並制定其書面職權範圍。薪酬委員會之主要職責包括就本公司所有董事及高級管理人員之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理人員之特定薪酬待遇。

薪酬委員會由本公司兩名獨立非執行董事謝月玲女士（薪酬委員會主席）、黎美倫女士，以及一名執行董事葉向強先生組成。

承董事會命
主席
葉向強

香港，二零一一年八月八日



PROSTEN

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