

Third Quarterly Report **2012**



浙江展望股份有限公司

ZHEJIANG PROSPECT COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code : 8273)

*for identification purpose only

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

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This report, for which the directors (“Directors”) of Zhejiang Prospect Company Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Zhejiang Prospect Company Limited*. 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.*

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Highlights

- Achieved turnover of approximately RMB80.72 million for the nine months ended 30th September, 2012, representing an approximately 7.5% decrease as compared with that of the corresponding period in 2011.
- Loss attributable to shareholders of approximately RMB1.64 million for the nine months ended 30th September, 2012.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 30th September, 2012.

The board (the “Board”) of directors (the “Directors”) of Zhejiang Prospect Company Limited* (the “Company”) is pleased to announce the unaudited results of the Company for the three months and the nine months ended 30th September, 2012, together with the unaudited comparative figures for the corresponding period in 2011 as follows:

QUARTERLY RESULTS (UNAUDITED)

		For the three months ended		For the nine months ended	
		30th September, 2012	30th September, 2011	30th September, 2012	30th September, 2011
	Note	RMB'000	RMB'000	RMB'000	RMB'000
Turnover	3	25,654	35,280	80,715	87,280
Cost of sales		(20,698)	(30,943)	(67,949)	(75,851)
Gross profit		4,956	4,337	12,766	11,429
Other revenue		412	325	1,121	1,054
Distribution costs		(741)	(883)	(1,826)	(2,130)
Administrative expenses		(5,167)	(3,499)	(12,701)	(10,067)
Other operating expenses		(20)	(35)	(96)	(92)
Profit/(loss) from operations		(560)	245	(736)	194
Finance costs		(297)	(890)	(901)	(2,350)
Profit/(loss) from ordinary activities before taxation		(857)	(645)	(1,637)	(2,156)
Taxation	4	-	-	-	-
Profit/(loss) attributable to shareholders		(857)	(645)	(1,637)	(2,156)
Dividend	5	-	-	-	-
Earnings/(losses) per share					
Basic (RMB per share)	7	(0.011)	(0.008)	(0.021)	(0.028)

Notes:

1. GENERAL

The Company was established in the People's Republic of China (the "PRC") under the Company Law of the PRC as a joint stock limited company on 9th August, 2002. The H shares of the Company were listed on the GEM on 18th February, 2004. The Company is principally engaged in the manufacturing and sale of universal joints for automobiles.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited results have been prepared in accordance with the applicable disclosure requirements of the GEM Listing Rules.

The unaudited results have been prepared in accordance with generally accepted accounting principles in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants. The accounting policies have been consistently applied by the Company and are consistent with those used in the 2011 Annual Report. The unaudited results are prepared under the historical cost convention. The quarterly results have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

3. TURNOVER

Turnover represents the aggregate of invoiced value of goods supplied to customers, which excludes value-added tax and is stated after deduction of all goods returns and trade discounts.

4. TAXATION

The provision for PRC enterprise income tax is calculated at a standard rate of 25% of the estimated assessable income for the nine months ended 30th September, 2012 as determined in accordance with the relevant income tax rules and regulations of the PRC. There was no material unprovided deferred taxation for the quarter ended 30th September, 2012 (2011: Nil).

5. DIVIDEND

The Board does not recommend the payment of an interim dividend for the nine months ended 30th September, 2012 (2011: Nil).

6. RESERVES

Same as the period during the nine months ended 30th September, 2011, there had been no movement of reserves, other than retained earnings, transferred to statutory surplus reserves and statutory public welfare fund, during the nine months ended 30th September, 2012.

7. EARNINGS/(LOSSES) PER SHARE

The calculations of basic earnings/(losses) per share for the nine months ended 30th September, 2012 and 30th September, 2011 are based on the unaudited profit/(loss) attributable to shareholders for the nine months ended 30th September, 2012 and 30th September, 2011 of approximately RMB(1,637,000) and RMB(2,156,000) respectively over the 76,600,000 shares in issue during these two periods respectively.

No diluted earnings per share has been disclosed as there were no diluting events existed during the nine months ended 30th September, 2012 and 30th September, 2011.

MANAGEMENT DISCUSSION AND ANALYSIS

Business and financial review

The Company's principal business objectives are to enhance “展望” as a leading brand name in the PRC automotive parts and components market and become a major player in the global market for the procurement and supply of universal joints.

During the third quarter of 2012, the Company followed their business strategies in expanding the primary production capacity, strengthening product research and development, expanding PRC and international markets and continually improving product quality.

Turnover for the nine months ended 30th September, 2012 amounted to approximately RMB80.72 million (2011: approximately RMB87.28 million) representing an approximately 7.5% decrease as compared to that of the corresponding period in 2011. The decrease in turnover was mainly attributable to the decrease in local sales of universal joints.

Loss attributable to shareholders for the nine months ended 30th September, 2012 amounted to approximately RMB1.64 million (2011: loss attributable to shareholders of approximately RMB2.16 million) representing an approximately 24.07% decrease to the loss attributable to shareholders of the corresponding period in 2011. The decrease in loss attributable to shareholders was primarily attributable to the decrease of finance cost of approximately RMB1.45 million during the period as compared to that of the corresponding period in 2011. Apart from the above, other expenses of the Company remain fairly stable.

Prospects

The Company is actively developing new customers and markets and has successfully secured 2 new customers including customers in Russia and Taiwan. During the period, the Company had developed 12 new products according to customers' requests and had manufactured more than 7.11 million pieces of universal joints. The Company will continue to participate in overseas trade fairs and promotional activities, so as to enhance product exports and promote the Company's overseas businesses and development.

ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENT

The Company did not have any significant acquisitions, disposals and investment during the reporting period.

OTHER INFORMATION

Purchase, sale or redemption of listed securities

The Company and its subsidiaries had not purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30th September, 2012.

Directors' and supervisors' interests in shares of the Company

As at 30th September, 2012, the interests and short positions of the Directors, chief executives and supervisors of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in Rules 5.46 of the GEM Listing Rules, were as follows:

Long position in shares

Director/Supervisor	Capacity	No. and class of securities	Approximate percentage of domestic shares	Approximate percentage of total registered share capital
Mr. Tang Li Min (Note)	Beneficial owner	36,626,666 domestic shares	68.33%	47.82%
	Interest of children under 18	4,466,667 domestic shares	8.33%	5.83%
Mr. Hong Guo Ding	Beneficial owner	3,216,000 domestic shares	6%	4.2%
Mr. Tang Cheng Fang	Beneficial owner	2,680,000 domestic shares	5%	3.5%
Mr. Fei Guo Yang	Beneficial owner	1,072,000 domestic shares	2%	1.4%
Mr. Feng Yun Lin	Beneficial owner	1,072,000 domestic shares	2%	1.4%

Note:

As Mr. Tang Li Min is the father of Mr. Tang Jing Qi (formerly known as Tang Liu Jun), who was under the age of 18 as at 30th September, 2012, Mr. Tang Li Min shall, apart from the 36,626,666 shares beneficially owned by him, be deemed under the provisions of the SFO to be interested in the 4,466,667 shares owned by Mr. Tang Jing Qi. Mr. Tang Li Min has ceased to have been deemed interested in the 4,466,667 shares owned by Mr. Tang Jing Qi under the SFO since Mr. Tang Jing Qi has reached the age of 18 on 30 October 2012.

Saved as disclosed above, as at 30th September, 2012, none of the Directors, chief executives and supervisors of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 & 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which are required pursuant to Section 352 of the SFO to be entered in the register referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules.

Interest of substantial shareholders and other persons

So far as is known to the Directors and chief executives of the Company, as at 30th September, 2012, the following persons (other than the Directors, chief executives and supervisors of the Company as disclosed in the paragraph headed "Directors' and supervisors' interests in shares of the Company" above) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long position in shares

Names of Shareholders	Capacity	No. and class of securities	Approximate percentage of shareholding in the same class of securities	Approximate percentage of shareholding in the total registered share capital
Mr. Tang Jing Qi (Note)	Beneficial owner	4,466,667 domestic shares	8.33%	5.83%
Ms. Tang Jing Jing (Note)	Beneficial owner	4,466,667 domestic shares	8.33%	5.83%
Greater China I Private Placement Fund	Investment Manager	1,360,000 H shares	5.91%	1.77%

Note: Mr. Tang Jing Qi is the son of Mr. Tang Li Min. Ms. Tang Jing Jing is the daughter of Mr. Tang Li Min.

Saved as disclosed above, the Directors are not aware of any other person (other than the Directors, chief executives and supervisors of the Company as disclosed in the paragraph headed "Directors' and supervisors' interests in shares of the Company" above) who had interests and short positions in the shares and underlying shares of the Company as at 30th September, 2012 as recorded in the register required to be kept under section 336 of the SFO.

Competing interests

None of the Directors, supervisors and controlling shareholders of the Company and their respective associates (as defined under the GEM Listing Rules) had any interests in any businesses (other than the Company's business) which directly or indirectly compete with the business of the Company during the nine month period ended 30th September, 2012.

Corporate governance

During the Period, the Company has complied with the code provisions set out in Appendix 15 of the GEM Listing Rules.

Audit committee

The Company has set up an audit committee (the "Committee") on 14th January, 2004 with written terms of reference in compliance with the requirements of the GEM Listing Rules. The primary duties of the Committee are to review and provide supervision over the financial reporting process and internal control of the Company. The Committee comprises three independent non-executive Directors, namely, Mr. Wang He Rong, Mr. Lu Guo Qing and Mr. Ma Hong Ming.

The Committee has reviewed the unaudited results and report for the nine months ended 30th September, 2012 of the Company and has provided advice and comments thereon to the Board. The Committee is of the opinion that the results and report for the nine months ended 30th September, 2012 comply with applicable accounting standards, GEM Listing Rules, and that adequate disclosures have been made.

Event after the reporting period

As announced in the Company's announcement dated 22 October 2012, the Company has appointed Zenith Risk Management Advisory Limited as its internal control adviser to conduct an internal control review for the Company. The Company has also appointed Octal Capital Limited as its compliance adviser ("Compliance Adviser") for a term of two years commencing on 10 October 2012.

The Compliance Adviser confirmed that up to the date of this report, neither the Compliance Adviser nor any of its directors, employees or associates (as referred to in Rule 6A.32 of the GEM Listing Rules) are or were interested in any business that competes or competed or is or was likely to compete, either directly or indirectly, with the Company's business.

By Order of the Board
Zhejiang Prospect Company Limited*
Tang Li Min
Chairman

Zhejiang Province, the PRC

12th November, 2012

As at the date of this report, the Board comprises Mr. Tang Li Min, Mr. Hong Guo Ding, Mr. Fei Guo Yang and Mr. Hong Chun Qiang as executive Directors; Mr. Tang Cheng Fang and Mr. Li Zhang Rui as non-executive Directors; and Mr. Wang He Rong, Mr. Lu Guo Qing and Mr. Ma Hong Ming as independent non-executive Directors.

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