



# Megalogic Technology Holdings Limited

宏創高科集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8242

Third Quarterly Report 2012

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

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

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

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*This report, for which the directors (the “Directors”) of Megalogic 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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.*

### Third Quarterly Results

The board of Directors (the “Board”) of the Company hereby announces the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months and nine months ended 30 September 2012 together with comparable figures for the corresponding period in 2011 as follows:

#### Condensed Consolidated Statement of Comprehensive Income

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
<b>Revenue</b>	4	<b>7,643</b>	12,959	<b>23,578</b>	38,146
Cost of sales of integrated circuits and provision of integrated circuits packaging service		<b>(6,440)</b>	(8,090)	<b>(17,331)</b>	(23,216)
<b>Gross profit</b>		<b>1,203</b>	4,869	<b>6,247</b>	14,930
Other income	5	<b>1,079</b>	—	<b>1,462</b>	2
Staff costs		<b>(1,521)</b>	(1,174)	<b>(4,651)</b>	(3,572)
Depreciation		<b>(335)</b>	(330)	<b>(960)</b>	(902)
Operating lease rental — land and buildings		<b>(96)</b>	(92)	<b>(281)</b>	(277)
Other operating expenses		<b>(2,429)</b>	(802)	<b>(6,072)</b>	(2,186)
Expenses incurred in connection with Listing		—	—	<b>(9,272)</b>	—
Finance costs	6	—	—	—	(8)
<b>(Loss)/profit before income tax</b>		<b>(2,099)</b>	2,471	<b>(13,527)</b>	7,987
Income tax credit/(expense)	7	<b>321</b>	(539)	<b>525</b>	(1,451)
<b>(Loss)/profit for the period</b>	8	<b>(1,778)</b>	1,932	<b>(13,002)</b>	6,536
<b>(Loss)/profit attributable to owners of the Company and total comprehensive (loss)/income for period</b>		<b>(1,778)</b>	1,932	<b>(13,002)</b>	6,536
<b>(Loss)/earnings per share</b>	9				
Basic		<b>HK(0.89) cents</b>	HK1.29 cents	<b>HK(6.61) cents</b>	HK4.36 cents
Diluted		<b>N/A</b>	N/A	<b>N/A</b>	N/A

## Condensed Consolidated Statement of Changes in Equity

	Share capital	Share Premium	Merger revaluation reserve	Assets revaluation reserve	Retained profits	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>At 1 January 2011 (Audited)</b>	6,249	2,073	—	173	14,021	22,516
Issue of shares of a subsidiary	1,402	8,598	—	—	—	10,000
Total comprehensive income for the period	—	—	—	—	6,536	6,536
<b>At 30 September 2011 (Unaudited)</b>	7,651	10,671	—	173	20,557	39,052
<b>At 1 January 2012 (Audited)</b>	380	—	17,941	173	24,817	43,311
Capitalisation issue	14,620	(14,620)	—	—	—	—
Placing of share	5,000	35,000	—	—	—	40,000
Share issue expenses	—	(5,678)	—	—	—	(5,678)
Total comprehensive loss for the period	—	—	—	—	(13,002)	(13,002)
<b>At 30 September 2012 (Unaudited)</b>	20,000	14,702	17,941	173	11,815	64,631

## Notes to the Condensed Consolidated Financial Statements

### 1. General Information

The Company was incorporated in the Cayman Islands on 31 March 2011, as an exempted company with limited liability. The address of its registered office is situated at Clifton House, 75 Fort Street, P.O. Box 1350 Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is located at Unit 508–509, 5th Floor, IC Development Centre, No.6 Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, Shatin, New Territories, Hong Kong.

The Company's shares were listed on the GEM of the Exchange since 19 January 2012 (the "Listing").

The Company is an investment holding company. The principal activity of its subsidiaries is the provision of integrated circuit ("IC") solutions and is engaged in design, development and sales of ICs.

This condensed consolidated financial information has not been audited.

### 2. Group Reorganization

Pursuant to the group reorganization (the "Reorganization"), the Company has since 20 December 2011 become the holding company of its subsidiaries now comprising the Group. On 20 December 2011, the Company, Minilogic Investment Limited ("Minilogic BVI") and the then shareholders of MiniLogic Device Corporation Limited ("MiniLogic HK") entered into a share swap agreement, pursuant to which Minilogic BVI acquired the entire issued share capital of MiniLogic HK from the said shareholders in consideration of, (i) Minilogic BVI crediting as paid up the initial one nil paid share of Minilogic BVI held by the Company; (ii) the crediting as fully paid at par the initial one nil paid share of the Company and (iii) the issue and allotment of 3,799,999 shares to the said shareholders, all credited as fully paid. Further details of the Reorganization are also set out in the paragraphs headed "The Reorganisation" of the section headed "History, Reorganisation and Corporate Structure" to the prospectus of the Company dated 30 December 2010 (the "Prospectus") in connection with the Listing.

### 3. Basis of Preparation and Accounting Policies

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2012 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of the GEM Listing Rules. The unaudited condensed consolidated financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2011.

The unaudited condensed consolidated financial statements have been prepared under historical cost convention, except for property, plant and equipment which is measured at revalued amounts.

Except as for the adoption of new and revised HKFRSs issued by the HKICPA, which are effective for the Group's financial year beginning from 1 January 2012, the accounting policies applied are consistent with those of the annual financial statements for the year ended 31 December 2011, as described in the annual financial statements. The Directors anticipate that the application of these new and revised HKFRSs will not have material impact on the condensed consolidated financial information of the Group.

### 3. Basis of Preparation and Accounting Policies (Continued)

The Group has not early applied the new and revised HKFRSs that have been issued by HKICPA but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations.

The preparation of condensed consolidated financial information requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing these condensed consolidated financial information, the significant judgments made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the annual financial statements for the year ended 31 December 2011.

### 4. Revenue

The Group is principally engaged in the design, development and sales of ICs. Revenue represents the amount received and receivable for goods sold and services provided by the Group at invoiced value, net of returns and discounts, during the period. An analysis of the Group's revenue recognized during the period as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
Revenue from sale of ICs	7,543	10,657	17,979	27,990
Revenue from provision of IC packaging service	—	1,060	5,253	5,634
Revenue from provision of ASIC Service	100	1,242	346	4,522
	<b>7,643</b>	12,959	<b>23,578</b>	38,146

### 5. Other Income

	Three months ended 30 September		Nine months ended 30 September	
	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
Interest income	235	—	290	2
Sundry income	844	—	1,172	—
	<b>1,079</b>	—	<b>1,462</b>	2

## 6. Finance Costs

	Three months ended 30 September		Nine months ended 30 September	
	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
Interest on Bank borrowings wholly repayable within five years	—	—	—	8
	—	—	—	8

## 7. Income Tax (Credit)/Expense

Income tax (credit)/expense recognized in profit or loss:

	Three months ended 30 September		Nine months ended 30 September	
	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
Current tax — Hong Kong Profits Tax provision for the period	—	413	—	1,300
Deferred tax	(321)	126	(525)	151
Total income tax (credit)/ expense recognized in profit or loss for the period	(321)	539	(525)	1,451

No provision for Hong Kong Profits Tax is required since the Group has no estimated assessable profit for the nine months ended 30 September 2012. Hong Kong Profits Tax has been provided at a rate of 16.5% based on the estimated assessable profit for the nine months ended 30 September 2011.

**8. (Loss)/Profit for the Period**

*(Loss)/profit for the period has been arrived at after charging:*

	Three months ended 30 September		Nine months ended 30 September	
	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000	2012 (Unaudited) HK\$'000	2011 (Unaudited) HK\$'000
Auditor's remuneration	100	25	300	75
Cost of inventories recognized as an expense	6,440	8,090	17,331	23,216
Depreciation of property, plant and equipment	335	330	960	902
Net foreign exchange loss	20	4	111	23
Expenses incurred in connection with Listing	—	—	9,272	—
— salaries, bonus and other benefits	1,473	1,137	4,516	3,462
— retirement benefits scheme contributions	45	34	121	99
— staff welfare	3	3	14	11
And after crediting:				
Bank interest income	236	—	291	2
Net decrease in allowance for doubtful debts on trade receivables	—	—	—	17

**9. (Loss)/Earnings Per Share**

The calculations of basic earnings per share for the three months and nine months ended 30 September 2012 are based on the loss of approximately HK\$1,778,000 and HK\$13,002,000 attributable to the owners of the Company (three months and nine months ended 30 September 2011: profit of approximately HK\$1,932,000 and HK\$6,536,000) and the weighted average number of 200,000,000 and 196,715,328 shares in issue for the three months and nine months ended 30 September 2012 (weighted average number of share in issue for the three months and nine months ended 30 September 2011: 150,000,000 shares) on the assumption that they have been in issue throughout the periods.

Diluted earnings per share for the three months and nine months ended 30 September 2012 and the corresponding period in 2011 are not disclosed as no dilutive events existed during these periods.

**10. Dividends**

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

**11. Comparative Figures**

Certain comparative figures have been reclassified to conform with the current period's presentation.

## Management Discussion and Analysis

The Group is a fabless semiconductor company specializing in provision of IC solutions and is engaged in design, development and sales of ICs. The Group sells IC under its own brand name “MiniLogic” and provides application specific IC service (“ASIC Service”) in design and development of tailor-made IC to its customers. The Group provides tailor-made IC solutions and sells tailor-made ICs to customers under the ASIC Service business segment (the “ASIC Segment”); and independently develops and sells generically-applicable ICs in the market under the MiniLogic Brand IC business segment (the “Standard IC Segment”).

### Business Review

In addition to 5 new IC models deployed and 3 new IC models completed by our R&D team in the first three quarters of 2012, we had 13 new IC models under development as at 30 September 2012. The completion of development of several new IC models have been extended as the process was prolonged due to customer evaluation, acceptance and modification work.

The Directors believe that developing IC products with suitable technology that appeal to the market is the key to the Group’s long-term success. Hence, developing new IC products and expanding the range of the Group’s products as well as broadening the customer base are essential for growth of the Group’s IC solutions and design, development and sales of ICs business.

### ASIC Segment

Under the ASIC Segment, the major IC products are Electronic Cigarette ICs, CCD Surveillance System ICs and DVD Player ICs. Sluggish market demand driven by poor market sentiment resulted in the significant decrease of ASIC service income and drop in sales of ASIC products in the first three quarters of 2012, the revenue of the ASIC Segment for the first three quarters of 2012 dropped by HK\$6.8 million or 26.3% to approximately HK\$19.1 million (nine months ended 30 September 2011: approximately HK\$25.9 million).

### Standard IC Segment

Under the Standard IC Segment, the major IC products are Power Management ICs, LCD Driver ICs for instrument panel and LED Lighting Driver ICs. Due to uncertain economic outlook in Europe causing significant drop in volume demand of LCD Driver ICs for instrument panel, the revenue of the Standard IC Segment for the first three quarters of 2012 decreased by HK\$7.9 million or 64.2% to approximately HK\$4.4 million (nine months ended 30 September 2011: approximately HK\$12.3 million).



**Financial Review**

The Group recorded a total revenue of approximately HK\$23.6 million for the first three quarters of 2012 (nine months ended 30 September 2011: approximately HK\$38.1 million), representing a decrease of approximately 38.1% as compared to the previous period of last year. On top of the reasons stated above, the increasing competition in the IC industry, slowing down of PRC economy and on-going debt crisis in Europe had an impact on the demand for the Group's products and on the drop in revenue and gross profit of the Group for the first three quarters of 2012.

**Cost of Sales and Gross Profit**

Cost of sales of the Group decreased by 25.4% from approximately HK\$23.2 million for the first three quarters of 2011 to approximately HK\$17.3 million for the first three quarters of 2012.

The overall gross profit of the Group decreased from approximately HK\$14.9 million in the first three quarters of 2011 to approximately HK\$6.2 million in the first three quarters of 2012, representing a decrease of 58.3%. The gross profit of the ASIC Segment declined by approximately HK\$6.2 million to approximately HK\$5.2 million in the first three quarters of 2012 (nine months ended 30 September 2011: approximately HK\$11.4 million), and gross profit margin of ASIC Segment was 27.4%, representing a drop of 16.7% from that of the first three quarters of 2011, primarily due to the decrease in ASIC service income and drop in gross profit margin of ASIC products in the first three quarters of 2012. The gross profit of the Standard IC Segment decreased by approximately HK\$2.5 million to approximately HK\$1.0 million in the first three quarters of 2012 (nine months ended 30 September 2011: approximately HK\$3.5 million), and the gross profit margin of Standard IC Segment in the first three quarters of 2012 was 22.7%, representing a drop of 6.3% from that of the first three quarters of 2011, primarily due to drop in sales of higher margin products in the first three quarters of 2012.

**Expenses**

Staff costs for the first three quarters of 2012 were approximately HK\$4.7 million (nine months ended 30 September 2011: approximately HK\$3.6 million), representing an increase of approximately HK\$1.1 million as compared to the previous period of last year which was mainly due to the increase in headcount and general salary level to cope with the need of business development and listing.

Depreciation for the first three quarters of 2012 was approximately HK\$1.0 million (nine months ended 30 September 2011: approximately HK\$0.9 million), representing an increase of approximately HK\$0.1 million as compared to the previous period of last year, primarily due to the increase in purchase of instruments for production of new IC products.

Other operating expenses for the first three quarters of 2012 were approximately HK\$15.3 million (nine months ended 30 September 2011: approximately HK\$2.2 million), representing an increase of approximately HK\$13.1 million as compared to the previous period of last year. The increase was primarily attributable to expenses incurred in connection with Listing of approximately HK\$9.3 million, which are non-recurrent in nature, to be recognized upon the completion of the listing on 19 January 2012, increase in product development expenses of approximately HK\$3.0 million and other on-going administrative expenses for listing.

#### ***(Loss)/Profit Attributable to Owners***

The loss attributable to owners of the Company for the nine months ended 30 September 2012 was approximately HK\$13.0 million, as compared to a profit of approximately HK\$6.5 million for the nine months ended 30 September 2011.

#### **Outlook**

The Group was listed on the GEM of the Exchange on 19 January 2012. The funds raised from the Listing have helped lay a solid foundation for the future development of the Group.

The outlook of global economy is still uncertain. As the market is still being affected by poor sentiment, we shall remain cautious of cost control in order to preserve our financial resources for market recovery. Besides, the Group expects that competition in the IC industry is still keen. Nevertheless, we are optimistic and cautiously confident that our business will show slow growth momentum.

The Group will focus its future development on IC products for “green energy” devices. One example is LED Lighting Driver ICs for energy-saving lighting appliances. Other than LED Lighting Driver ICs, the Group will continue to explore other potential green energy products. The Group will also explore other new ASIC products that will be demanded by its existing and new customers in order to expand its product and customer base.

Looking forward, the Group will remain committed to the development of our core business. Apart from enhancing product development and strengthening R&D capabilities, the Group aims to expand its customer base and sales network in the PRC. We will actively make substantial progress to enhance growth and strive for potential business opportunities.



## Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation

At 30 September 2012, the interest of the Directors and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance, or as otherwise notified to the Company and the Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules were as follows:

### Long Positions

#### *Ordinary shares of the Company*

<b>Name of Director</b>	<b>Capacity/Nature of Interest</b>	<b>Number of issued ordinary shares held</b>	<b>Approximate percentage of the issued share capital of the Company</b>
Mr. Hui King Chun	Interest of a controlled company <i>(Note)</i>	78,018,829	39.01%
Mr. Li Kwei Chung	Beneficial owner	11,762,842	5.88%
Mr. Lee Cheung Ming	Beneficial owner	2,500,000	1.25%

*Note:* These shares are beneficially owned by Kith Technologies Limited, which is wholly owned by Kith Enterstand Limited; Kith Enterstand Limited is a wholly owned subsidiary of Kith Limited, which is wholly owned by Kith Holdings Limited; Mr. Hui King Chun has an indirect interest of 61.58% in Kith Holdings Limited.

## Substantial Shareholders and Other Persons Interests in Shares

At 30 September 2012, the register of substantial shareholders and other persons maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that, other than the interests disclosed above in respect of certain Directors, the following shareholders had notified the Company of relevant interests in the issued share capital of the Company.

### Long positions

#### *Ordinary shares of the Company*

<b>Name of shareholder</b>	<b>Capacity/Nature of Interest</b>	<b>Number of issued ordinary shares held</b>	<b>Approximate percentage of the issued share capital of the Company</b>
Kith Technologies Limited	Beneficial owner <i>(Note 1)</i>	78,018,829	39.01%
Kith Enterstand Limited	Interest of a controlled company <i>(Note 1)</i>	78,018,829	39.01%
Kith Limited	Interest of a controlled company <i>(Note 1)</i>	78,018,829	39.01%
Kith Holdings Limited	Interest of a controlled company <i>(Note 1)</i>	78,018,829	39.01%
Richly Global Investments Limited	Beneficial owner <i>(Note 2)</i>	27,489,276	13.74%
Mr. Cheng Tun Nei	Interest of a controlled company <i>(Note 2)</i>	27,489,276	13.74%
China Angel Fund	Beneficial owner	12,500,000	6.25%
Ms. Tong Suk Fun Sabrina	Beneficial owner	11,762,842	5.88%

#### *Notes:*

- (1) These shares are beneficially owned by Kith Technologies Limited, which is wholly owned by Kith Enterstand Limited; Kith Enterstand Limited is a wholly owned subsidiary of Kith Limited, which is wholly owned by Kith Holdings Limited.
- (2) These shares are beneficially owned by Richly Global Investments Limited, which is wholly owned by Mr. Cheng Tun Nei.

## **Purchases, Sales or Redemption of the Company's Listed Securities**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 September 2012.

## **Interest in a Competing Business**

As at 30 September 2012, none of the Directors, the controlling shareholders of the Company and their respective associates (as defined in the GEM Listing Rules) had any interest in any business which competes or is likely to compete, directly or indirectly, with the business of the Group and any other conflicts of interest which any such person has or may have with the Group.

## **Directors Securities Transactions**

The Company adopted a code of conduct regarding securities transactions by Directors (the "Model Code") 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 effective from 19 January 2012 upon the Listing. On specific enquiry made, all the Directors have confirmed compliance with the Model Code from 19 January 2012 to 30 September 2012.

## **Interests of the Compliance Adviser**

As notified by the compliance adviser of the Company, Ample Capital Limited, as at 30 September 2012, except for the compliance adviser agreement entered into between the Company and Ample Capital Limited dated 29 December 2011, neither Ample Capital Limited or its directors, employees or associates had any interest in relation to the Group.

## **Corporate Governance Practices**

The Group is committed to uphold high standards of corporate governance. The Board considers that enhanced public accountability and corporate governance are beneficial for the healthy growth of the Group, improving customer and supplier confidence and safeguarding the interests of shareholders of the Company.

The Company adopted the provision of Appendix 15 Code on Corporate Governance Practices of the GEM Listing Rules as its own code (the "CG Code") effective from 19 January 2012 upon the Listing and had complied with the CG Code from 19 January 2012 to 30 September 2012.

## Audit Committee

The Audit Committee is currently composed of the four independent non-executive Directors, namely Mr. Chan Sun Kwong, Mr. Chan Chi Kwong Dickson, Mr. Ko Yin Wai and Mr. Sung Tak Wing Leo, and chaired by Mr. Chan Sun Kwong, who has appropriate professional qualifications and experience as required by the GEM Listing Rules.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2012, which is of the opinion that such statements comply with the applicable accounting standards and other relevant requirement, and that adequate disclosure have been made.

By Order of the Board  
**Megalogic Technology Holdings Limited**  
**Mr. Hui King Chun**  
*Chairman*

Hong Kong, 7 November 2012

*As at the date of this report, the non-executive director of the Company is Mr. Hui King Chun; the executive directors of the Company are Mr. Li Kwei Chung, Mr. Liu Kam Lung, Mr. Liu Loi Ying and Mr. Lee Cheung Ming; and the independent non-executive directors of the Company are Mr. Chan Sun Kwong, Mr. Chan Chi Kwong, Dickson, Mr. Ko Yin Wai and Mr. Sung Tak Wing, Leo.*

