

# ePRO EPRO LIMITED 易寶有限公司\*

(於開曼群島註冊成立之有限公司)  
(Incorporated in the Cayman Islands with limited liability)  
(股份代號：8086)  
(Stock Code: 8086)

## 二零一二至二零一三年中期報告 2012/2013 INTERIM REPORT

### 香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，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。有意投資者應了解投資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。創業板的較高風險及其他特點表示創業板較適合專業及其他老練投資者。

由於創業板上市公司之性質所然，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。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照創業板上市規則之規定而刊載，旨在提供有關本公司的資料；本公司的董事願就本報告的資料共同及個別地承擔全部責任。本公司各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE “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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors of the Company 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 of the Company, 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.

\* 僅供識別

\* for identification purposes only

## 未經審核業績

易寶有限公司(「本公司」)董事會(「董事」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一二年十二月三十一日止三個月及六個月之未經審核綜合中期業績，連同截至二零一一年同期未經審核之比較數字如下：

### 未經審核綜合損益表

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
		附註 Notes			
收入	REVENUE	2	355,748	398,857	673,854
貨品銷售成本	Cost of sales		(205,247)	(224,887)	(388,816)
毛利	Gross Profit		150,501	173,970	285,038
其他收入及收益	Other income and gains		225	2,627	421
銷售及分銷成本	Selling and distribution costs		(90,057)	(109,067)	(168,801)
行政及其他費用	Administrative and other expenses		(38,204)	(28,882)	(65,255)
融資成本	Finance costs	3	-	-	-
分佔聯營公司之溢利及虧損	Share of profits and losses of associates		(20)	(57)	(22)
除稅前溢利	PROFIT BEFORE TAX	4	22,445	38,591	51,381
所得稅費用	Income tax expense	5	(5,020)	(6,124)	(9,765)
本期間溢利	PROFIT FOR THE PERIOD		17,425	32,467	41,616
以下各方應佔：	Attributable to:				
本公司擁有人	Owners of the Company		17,612	32,527	41,985
非控股權益	Non-controlling interests		(187)	(60)	(369)
			17,425	32,467	41,616
本公司普通股權益持有人應佔之每股溢利	EARNING PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	7			
基本	Basic		0.33港仙cents	0.60港仙cents	0.79港仙cents
攤薄	Diluted		不適用N/A	0.60港仙cents	不適用N/A

## UNAUDITED RESULTS

The board of directors (the "Directors") of EPRO LIMITED (the "Company") announced the interim unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months and six months ended 31 December 2012 together with the comparative unaudited figures for the corresponding period in 2011 as follows:

### Unaudited Consolidated Income Statement

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
		附註 Notes			
收入	REVENUE	2	355,748	398,857	673,854
貨品銷售成本	Cost of sales		(205,247)	(224,887)	(388,816)
毛利	Gross Profit		150,501	173,970	285,038
其他收入及收益	Other income and gains		225	2,627	421
銷售及分銷成本	Selling and distribution costs		(90,057)	(109,067)	(168,801)
行政及其他費用	Administrative and other expenses		(38,204)	(28,882)	(65,255)
融資成本	Finance costs	3	-	-	-
分佔聯營公司之溢利及虧損	Share of profits and losses of associates		(20)	(57)	(22)
除稅前溢利	PROFIT BEFORE TAX	4	22,445	38,591	51,381
所得稅費用	Income tax expense	5	(5,020)	(6,124)	(9,765)
本期間溢利	PROFIT FOR THE PERIOD		17,425	32,467	41,616
以下各方應佔：	Attributable to:				
本公司擁有人	Owners of the Company		17,612	32,527	41,985
非控股權益	Non-controlling interests		(187)	(60)	(369)
			17,425	32,467	41,616
本公司普通股權益持有人應佔之每股溢利	EARNING PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	7			
基本	Basic		0.33港仙cents	0.60港仙cents	0.79港仙cents
攤薄	Diluted		不適用N/A	0.60港仙cents	不適用N/A

## 未經審核綜合全面收益表

## Unaudited Consolidated Statement of Comprehensive Income

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一一年 2011 千港元 HK\$'000
本期間溢利	Profit for the period	17,425	32,467	41,616	69,965
本期間其他全面收益(扣除稅項)：	Other comprehensive income for the period, net of tax:				
可供出售投資：	Available-for-sales investments:				
公平值變更	Changes in fair value	-	2,828	-	(3,310)
計入綜合損益之虧損重新分類 調整—贖回虧損(附註4)	Reclassification adjustments for losses included in the consolidated income statement - loss on redemption (note 4)	-	3,024	-	3,024
轉換境外業務時 產生之匯兌差額	Exchange difference arising on translation of foreign operations	(815)	(291)	(1,570)	(619)
本期間全面收益總額	<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>	<b>16,610</b>	38,028	<b>40,046</b>	69,060
應佔全面收益總額：	Total comprehensive income attributable to:				
本公司擁有人	Owners of the Company	16,797	38,088	40,415	69,156
非控股權益	Non-controlling interests	(187)	(60)	(369)	(96)
		<b>16,610</b>	38,028	<b>40,046</b>	69,060

簡明綜合財務狀況表

Condensed Consolidated Statement of Financial Position

			(未經審核) (Unaudited) 於二零一二年 十二月三十一日 31 December 2012 千港元 HK\$'000	(經審核) (Audited) 於二零一二年 六月三十日 30 June 2012 千港元 HK\$'000
	附註 Notes			
<b>非流動資產</b>		<b>NON-CURRENT ASSETS</b>		
物業、廠房及設備		Property, plant and equipment	7,784	5,276
商譽		Goodwill	12,086	10,436
其他無形資產	8	Other intangible assets	65,577	23,160
於聯營公司之權益		Interest in associates	450	472
非流動資產總額		Total non-current assets	85,897	39,344
<b>流動資產</b>		<b>CURRENT ASSETS</b>		
存貨		Inventories	3	2
應收貿易賬款	9	Trade receivables	92,337	70,419
預付款項、按金及 其他應收款項		Prepayments, deposits and other receivables	113,507	146,245
按公平值計入損益之 金融投資		Equity investments at fair value through profit or loss	2,691	2,353
已抵押存款		Pledged deposits	—	10,920
現金及現金等值項目		Cash and cash equivalents	105,533	123,063
流動資產總額		Total current assets	314,071	353,002
<b>流動負債</b>		<b>CURRENT LIABILITIES</b>		
應付貿易賬款	10	Trade payables	1,747	6,642
其他應付款項及應計負債		Other payables and accruals	49,586	23,746
預收按金		Deposit received in advance	10,606	24,885
遞延收益		Deferred revenue	1,723	317
欠聯營公司之款項		Due to associates	—	294
稅務撥備		Tax payables	38,551	31,206
流動負債總額		Total current liabilities	102,213	87,090
流動資產淨值		<b>Net current assets</b>	211,858	265,912
資產總值減流動負債		<b>Total assets less current liability</b>	297,755	305,256
<b>非流動負債</b>		<b>NON-CURRENT LIABILITIES</b>		
可換股票據	11	Convertible notes	—	—
遞延稅務負債		Deferred tax liabilities	8,550	7,700
非流動負債總值		Total non-current liabilities	8,550	7,700
資產淨值		<b>Net assets</b>	289,205	297,556
<b>權益</b>		<b>EQUITY</b>		
本公司擁有人 應佔權益		Equity attributable to owners of the Company		
已發行股本	12	Issued capital	52,342	53,136
儲備		Reserves	235,445	242,633
非控股權益		Non-controlling interests	287,787	295,769
權益總額		<b>Total equity</b>	1,418	1,787
			289,205	297,556

		截至十二月三十一日止六個月	
		For the six months ended	
		31 December	
		二零一二年	二零一一年
		2012	2011
		千港元	千港元
		HK\$'000	HK\$'000
經營業務之現金所得淨額	NET CASH FLOW FROM FROM OPERATING ACTIVITIES	68,090	58,020
投資活動之現金(支出)／所得淨額	NET CASH FLOW (USED IN)/FROM INVESTING ACTIVITIES	(35,030)	52,582
融資活動之現金支出淨額	NET CASH FLOW USED IN FINANCING ACTIVITIES	(48,397)	(131,160)
現金及現金等值項目減少淨額	NET DECREASE IN CASH AND CASH EQUIVALENTS	(15,337)	(20,558)
期初之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	123,063	200,484
外匯變動之調整	EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	(2,193)	(1,185)
期終之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	105,533	178,741
現金及現金等值項目結餘之分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Cash and bank balances	105,533	178,741

未經審核簡明綜合權益變動表

Unaudited Condensed Consolidated Statement of Changes In Equity

本公司股權持有人應佔  
Attributable to owners of the Company

		已發行股本 Issued capital 千港元 HK\$'000	股份溢價賬 Share premium account 千港元 HK\$'000	購股權儲備 Option reserve 千港元 HK\$'000	可換股票據 權益部份 Equity component of convertible notes 千港元 HK\$'000	可供出售投資 重估價之儲備 Available-for-sales investment revaluation reserve 千港元 HK\$'000	股本贖回 儲備 Share repurchase reserve 千港元 HK\$'000	外匯 浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	保留盈利/ (累積虧損) Retained profits/(accumulated losses) 千港元 HK\$'000	擬派末期股息 Proposed final dividends 千港元 HK\$'000	合計 Total 千港元 HK\$'000	非控股權益 Non-controlling Interests 千港元 HK\$'000	權益總額 Total Equity 千港元 HK\$'000
於二零一一年 七月一日之結餘	Balance at 1 July 2011	52,115	223,488	2,231	1,360	286	-	(7,262)	25,992	62,630	360,840	1,500	362,340
本期間全面 收益總額	Total comprehensive income for the period	-	-	-	-	(286)	-	(619)	70,061	-	69,156	(96)	69,060
行使購股權	Exercise of share options	29	2,907	(1,698)	-	-	-	-	-	-	1,238	-	1,238
轉換可換股票據 而發行股份	Issue of shares on conversion of convertible notes	2,317	9,640	-	(1,360)	-	-	-	-	-	10,597	-	10,597
回購及註銷股份	Repurchase and cancellation of shares	(675)	(69,870)	-	-	-	675	-	(675)	-	(70,545)	-	(70,545)
派付二零一一年 末期股息	Final 2011 dividend paid	-	-	-	-	-	-	-	-	(61,854)	(61,854)	-	(61,854)
二零一一年末期 股息調整(附註(a))	Adjustment for final 2011 dividend (note (a))	-	-	-	-	-	-	-	776	(776)	-	-	-
於二零一一年 十二月三十一日	At 31 December 2011	<u>53,786</u>	<u>166,165</u>	<u>533</u>	<u>-</u>	<u>-</u>	<u>675</u>	<u>(7,881)</u>	<u>96,154</u>	<u>-</u>	<u>309,432</u>	<u>1,404</u>	<u>310,836</u>
於二零一二年 七月一日之結餘	Balance at 1 July 2012	<b>53,136</b>	<b>91,939</b>	-	-	-	<b>1,335</b>	<b>(7,564)</b>	<b>156,923</b>	-	<b>295,769</b>	<b>1,787</b>	<b>297,556</b>
本期間全面 收益總額	Total comprehensive income for the period	-	-	-	-	-	-	(1,570)	41,985	-	40,415	(369)	40,046
回購及註銷股份	Repurchase and cancellation of shares	<b>(794)</b>	<b>(47,603)</b>	-	-	-	<b>794</b>	-	<b>(794)</b>	-	<b>(48,397)</b>	-	<b>(48,397)</b>
於二零一二年 十二月三十一日	At 31 December 2012	<u><b>52,342</b></u>	<u><b>44,336</b></u>	<u>-</u>	<u>-</u>	<u>-</u>	<u><b>2,129</b></u>	<u><b>(9,134)</b></u>	<u><b>198,114</b></u>	<u>-</u>	<u><b>287,787</b></u>	<u><b>1,418</b></u>	<u><b>289,205</b></u>

附註：

Note:

(a) 二零一一年末期股息之調整乃由於在二零一一年末期股息記錄日期之前回購及註銷67,500,000股本公司普通股股份，故此該等股份並無享有此項股息。

(a) The adjustment for the final 2011 dividend was due to the repurchase and cancellation of 67,500,000 ordinary shares of the Company prior to the record date of the final 2011 dividend and, therefore, they did not rank for dividend payment.

附註：

## 1. 編製基準

本公司於二零零零年三月十五日根據開曼群島公司法在開曼群島註冊成立為有限責任公司。本公司股份於二零零零年八月二日在創業板上市。

未經審核簡明中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及香港公司條例之披露規定及創業板證券上市規則（「創業板上市規則」）之適用披露規定而編製。財務報表乃按過往成本法而編製，惟財務工具乃按公平值入賬。

編製未經審核綜合中期報告時所採用之會計政策，與本集團編製其截至二零一二年六月三十日止年度之年度賬目時所採用者貫徹一致。

### 會計政策

於本期間，本集團首次應用下列香港會計師公會所頒佈之本集團業務有關且於二零一二年七月一日起對本集團財務報表生效之新訂財務報告準則，修訂及詮釋：

香港會計準則第1號 修訂本	其他全面收益項目之呈列— 其他全面收益項目 呈列之修訂
------------------	-----------------------------------

採納新訂及經修訂香港財務報告準則對如何編製及呈列當前或以往期間之業績並無任何重大影響。因此，無需就以往期間作出任何調整。

### 已頒佈但尚未生效之香港財務報告準則之影響

本集團並未於本財務報表應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第7號 修訂本	披露—抵銷金融資產及 金融負債 <sup>1</sup>
香港財務報告準則第9號	金融工具 <sup>3</sup>
香港財務報告準則第10號	綜合財務報告 <sup>1</sup>
香港財務報告準則第11號	合資安排 <sup>1</sup>
香港財務報告準則第12號	其他企業投資權益的披露 <sup>1</sup>
香港財務報告準則第13號	公平值計量 <sup>1</sup>
香港會計準則第19號(2011)	員工福利 <sup>1</sup>
香港會計準則第27號(2011)	獨立財務報告 <sup>1</sup>
香港會計準則第28號(2011)	聯營公司及合資企業的投資 <sup>1</sup>
香港會計準則第32號 修訂本	香港會計準則第32號 金融工具：呈列—金融資產 與金融負債抵銷的修訂 <sup>2</sup>
香港（國際財務報告詮釋 委員會）—詮釋第20號 年度改進項目	露天礦場生產階段之剝採成本 <sup>1</sup>
	香港財務報告準則之年度改進 （二零零九年至 二零一一年期間） <sup>1</sup>

<sup>1</sup> 對二零一三年一月一日或其後開始之年度期間生效

<sup>2</sup> 對二零一四年一月一日或其後開始之年度期間生效

<sup>3</sup> 對二零一五年一月一日或其後開始之年度期間生效

Notes:

## 1. BASIS OF PRESENTATION

The Company is a limited liability company incorporated in the Cayman Islands on 15 March 2000 under the Companies Law of the Cayman Islands. The shares of the Company were listed on the GEM on 2 August 2000.

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules"). They have been prepared under the historical cost convention, except for financial instruments, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited consolidated interim report are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2012.

### Accounting Policies

During the current period, the Group has applied for the first time, the following new and revised HKFRSs standards, amendments and interpretations issued by HKICPA, which are relevant to the Group's operations and effective for the Group's financial statement beginning on 1 July 2012:

HKAS 1 Amendments	Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income
-------------------	--

The adoption of the new and amended HKFRSs had no material effect on how the results for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment is required.

### Impact of issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 7 Amendment	Amendments to HKFRS 7 <i>Financial Instruments: Disclosures – offsetting Financial Assets and Financial Liabilities</i> <sup>1</sup>
HKFRS 9	<i>Financial Instruments</i> <sup>3</sup>
HKFRS 10	<i>Consolidated Financial Statement</i> <sup>1</sup>
HKFRS 11	<i>Joint Arrangement</i> <sup>1</sup>
HKFRS 12	Disclosure of Interests in other entities <sup>1</sup>
HKFRS 13	Fair Value Measurement <sup>1</sup>
HKAS 19 (2011)	<i>Employee Benefits</i> <sup>1</sup>
HKAS 27 (2011)	<i>Separate Financial Statement</i> <sup>1</sup>
HKAS 28 (2011)	<i>Investments in Associate and Joint Ventures</i> <sup>2</sup>
HKAS 32 Amendments	Amendments to HKAS 32 <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial liabilities</i> <sup>2</sup>
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine <sup>1</sup>
Annual Improvements Project	Annual Improvements to HKFRSs 2009-2011 Cycle <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2013

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2014

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2015



本集團正進行評估該等新訂及經修訂香港財務報告準則初步應用後之影響。至今為止，本集團認為，除採用該等新訂及經修訂香港財務報告準則應不會對本集團之經營業績及財務狀況構成重大影響。

## 2. 收入及經營分類資料

收入（亦為本集團之營業額）指從(i)提供專業資訊科技合約及維修保養服務之發票淨值及(ii)電子商務及提供網上銷售平台之交易價值。

分部資料按兩種分部方式呈列：(i)以經營分部劃分之主要分部報告基準；及(ii)以地區分部劃分之從屬分部報告基準。

### (i) 經營分部資料

		Professional IT contract and maintenance services segment 專業資訊科技合約及維修保養服務分部		E-commerce and provision of online sales platform segment 電子商務及提供網上銷售平台分部		Total 合併	
		二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一一年 2011 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一一年 2011 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一一年 2011 (未經審核) (Unaudited) 千港元 HK\$'000
<b>Segment revenue</b>	分部收入	<b>79,356</b>	57,829	<b>594,498</b>	696,979	<b>673,854</b>	754,808
<b>Segment results</b>	分部業績	<b>12,557</b>	6,204	<b>44,132</b>	81,775	<b>56,689</b>	87,979
Unallocated other income and gains	未分配其他收入及收益					<b>2</b>	1,477
Unallocated expenses	未分配之費用					<b>(5,288)</b>	(5,986)
Profit from operations	營運盈利					<b>51,403</b>	83,470
Finance costs	融資成本					<b>-</b>	(29)
Share of profits of an associate	分佔聯營公司之盈利					<b>(22)</b>	(92)
Profit before tax	除稅前盈利					<b>51,381</b>	83,349
Income tax expense	所得稅費用					<b>(9,765)</b>	(13,384)
Profit for the year	本年度盈利					<b>41,616</b>	69,965
<b>Segment assets</b>	分部資產	<b>164,561</b>	84,892	<b>229,312</b>	176,519	<b>393,873</b>	261,411
Unallocated assets	未分配之資產					<b>5,645</b>	117,664
Interest in associates	關聯公司利益					<b>450</b>	375
Total assets	總資產					<b>399,968</b>	379,450
<b>Segment liabilities</b>	分部負債	<b>32,736</b>	14,640	<b>30,304</b>	32,156	<b>63,040</b>	46,796
Unallocated liabilities	未分配之負債					<b>47,723</b>	21,818
Total liabilities	總負債					<b>110,763</b>	68,614
Capital expenditure	資本開支	<b>1,805</b>	1,266	<b>2,114</b>	1,238	<b>3,919</b>	2,504
Unallocated capital expenditure	未分配之資本開支					<b>-</b>	76
						<b>3,919</b>	2,580
Depreciation and amortisation	折舊及攤撤	<b>962</b>	847	<b>367</b>	148	<b>1,329</b>	995
Unallocated depreciation and amortisation	未分配之折舊及攤撤					<b>-</b>	611
						<b>1,329</b>	1,606

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 considers that the adoption of these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

## 2. REVENUE AND OPERATING SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents (i) the net invoiced value of provision of professional IT contract and maintenance services and (ii) the net transaction price arising from E-commerce and provision of online sales platform.

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by operating segment; and (ii) on a secondary segment reporting basis, by geographical segment.

### (i) Operating segment information



**(ii) 地區資料**

下表顯示本集團按地區資料之營業額資料。

	North America 北美洲		South America 南美洲		Africa 非洲		Europe 歐洲		Asia 亞洲		Oceania 大洋洲		Consolidated 合併	
	二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年	二零一二年	二零一一年
	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011	2012	2011
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Segment revenue:</b>	<b>分部收入：</b>													
Professional IT contract and maintenance services	專業資訊科技合約及維修服務		-	-	-	-	-	-	-	-	79,356	57,829	-	-
	-	-	-	-	-	-	-	-	-	-	79,356	57,829	-	-
E-commerce and provision of online sales platform	電子商務及提供網上銷售平台		76,740	77,685	164,610	166,622	1,879	1,309	276,788	362,464	54,552	65,662	19,929	23,237
	76,740	77,685	164,610	166,622	1,879	1,309	276,788	362,464	54,552	65,662	19,929	23,237	594,498	696,979
	76,740	77,685	164,610	166,622	1,879	1,309	276,788	362,464	133,908	123,491	19,929	23,237	673,854	754,808
<b>Segment assets</b>	<b>分部資產</b>													
Capital expenditure	資本開支		-	-	-	-	-	-	2,413	-	397,555	379,150	-	-
	-	-	-	-	-	-	-	-	19	-	3,900	2,580	-	-
	-	-	-	-	-	-	-	-	19	-	3,900	2,580	-	-

**3. 融資成本****3. FINANCE COSTS**

	截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
	For the three months ended 31 December		For the six months ended 31 December	
	二零一二年	二零一一年	二零一二年	二零一一年
	2012	2011	2012	2011
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
以實際利息計算可換股票據之名義利息	-	-	-	-
Notional interest on convertible notes at effective interest rate	-	-	-	30

#### 4. 除稅前溢利

除稅前溢利乃扣除／(計入)及下列各項後計算：

折舊	Depreciation
員工成本	Staff costs
(包括董事酬金)	(including directors' remuneration)
工資及薪金	Wages and salaries
退休金供款淨額	Net pension contribution
按公平值計入損益之	Fair value (gain)/loss on equity
金融投資公平值	investments at fair value
(收益)／虧損	through profit and loss
－金融投資	－ Listed equity investment
－外匯遠期合約	－ Forward currency contract
贖回可供出售投資虧損	Loss on redemption of an available-for-sales investments
出售固定資產虧損	Loss on disposal of fixed asset
出售土地及物業收益	Gain on disposal of land and building
銀行利息收入	Bank interest income

#### 5. 所得稅費用

即期稅務－香港	Current tax – Hong Kong
本年度開支	Charge for the year
即期稅務－其他地區	Current tax – Elsewhere
遞延稅務	Deferred tax
所得稅費用總支出	Total income tax expense

香港利得稅及按期內之估計應課稅溢利以稅率16.5%計提撥備(二零一一年：16.5%)。

本集團於其他地區經營之公司之溢利稅項，已根據所在地之現行法例、詮釋及慣例，按各自稅務司法權區之現行稅率計算。

#### 4. PROFIT BEFORE TAX

Profit before tax is arrived at after charging/(crediting):

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一二年	二零一一年	二零一二年	二零一一年
2012	2011	2012	2011
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
675	775	1,329	1,606
9,279	4,505	19,283	7,360
1,076	356	1,796	508
(77)	23	(339)	34
–	(1,166)	–	(1,166)
–	3,024	–	3,024
167	–	167	–
–	(1,236)	–	(1,236)
(42)	(18)	(111)	(48)

#### 5. INCOME TAX EXPENSE

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一二年	二零一一年	二零一二年	二零一一年
2012	2011	2012	2011
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
3,722	6,124	8,382	13,384
533	–	533	–
765	–	850	–
5,020	6,124	9,765	13,384

Hong Kong Profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period (2011: 16.5%).

Taxes on profits in respect of Group companies operating elsewhere have been calculated at the rates of tax prevailing in the respective tax countries/jurisdictions in which they operate based on existing legislation, interpretations and practices in respect thereof.

## 6. 股息

董事並不建議派發中期股息(二零一一年：無)。

## 7. 本公司普通股權益持有人應佔之每股溢利

每股基本及攤薄溢利按以下基準計算：

用作計算每股基本溢利的歸屬於本公司普通股權益股東應佔溢利	Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculations
可換股票據之名義利息	Notional interest on convertible notes
用以計算每股攤薄溢利之收益	Profit for the purposes of diluted earnings per share

股份	Shares
用以計算每股基本溢利之期內已發行普通股加權平均數	Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation
可攤薄潛在普通股之影響	Effect of dilutive potential ordinary shares
— 可換股票據	— convertible notes
— 購股權	— share options
計算每股攤薄溢利之普通股加權平均數	Weighted average number of ordinary shares for the purpose of diluted earnings per share

由於截至二零一二年十二月三十一日止六個月，本公司概無任何潛在可攤薄普通股，故截至二零一二年十二月三十一日止期間並無呈列每股攤薄盈利。

## 6. DIVIDENDS

The Directors do not recommend the payment of interim dividend (2011: Nil).

## 7. EARNING PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculations of basic and diluted earning per share are based on:

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一一年 2011 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一一年 2011 (未經審核) (Unaudited) 千港元 HK\$'000
<b>17,612</b>	32,527	<b>41,985</b>	70,061
	—		30
	<b>32,527</b>		<b>70,091</b>

股份數目 Numbers of shares		股份數目 Numbers of shares	
截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一二年 2012 (未經審核) (Unaudited)	二零一一年 2011 (未經審核) (Unaudited)	二零一二年 2012 (未經審核) (Unaudited)	二零一一年 2011 (未經審核) (Unaudited)
<b>5,301,515,744</b>	5,403,097,613	<b>5,307,557,657</b>	5,392,709,027
	—		14,676,149
	158,202		455,094
	<b>5,403,255,815</b>		<b>5,407,840,270</b>

No diluted earning per share for the 6 months ended 31 December 2012 has been disclosed as the Company did not have any dilutive potential ordinary shares during the period ended 31 December 2012.

## 8. 其他無形資產

於期初／年初	At the beginning of the period/year
增加	Addition
收購附屬公司	Acquisition of subsidiaries
滙兌調整	Exchange realignment

## 9. 應收貿易賬款

應收貿易賬款	Trade receivables
減值	Impairment

於報告期末，根據發票日期計算之應收貿易賬款之賬齡分析如下：

即期	Current
31-60天	31-60 days
61-90天	61-90 days
超過90天	Over 90 days

給予客戶之信貸期各異，一般約為三個月，並根據各個客戶之財政實力授出。為有效地管理與貿易應收賬款有關之信貸風險，管理層定期對客戶進行信貸評估。

## 10. 應付貿易賬款

於報告期末，根據付款到期日計算之應付貿易賬款之賬齡分析如下：

即期	Current
31-60天	31-60 days
61-90天	61-90 days
超過90天	Over 90 days

## 8. OTHER INTANGIBLE ASSET

於二零一二年 十二月三十一日 31 December 2012 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一二年 六月三十日 30 June 2012 (經審核) (Audited) 千港元 HK\$'000
23,160	—
—	3,900
42,070	19,260
347	—
<b>65,577</b>	<b>23,160</b>

## 9. TRADE RECEIVABLES

於二零一二年 十二月三十一日 31 December 2012 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一二年 六月三十日 30 June 2012 (經審核) (Audited) 千港元 HK\$'000
94,004	72,067
(1,667)	(1,648)
<b>92,337</b>	<b>70,419</b>

An aged analysis of trade receivables as at the end of the reporting period, based on invoice date and payment due date, respectively, is as follows:

於二零一二年 十二月三十一日 31 December 2012 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一二年 六月三十日 30 June 2012 (經審核) (Audited) 千港元 HK\$'000
90,208	68,844
465	237
707	99
957	1,239
<b>92,337</b>	<b>70,419</b>

The credit terms given to the customers vary, and are generally around three months and granted based on the financial strength of the individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically by management.

## 10. TRADE PAYABLES

An aged analysis of trade payables as at the end of the reporting period, based on payment due date, respectively, is as follows:

於二零一二年 十二月三十一日 31 December 2012 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一二年 六月三十日 30 June 2012 (經審核) (Audited) 千港元 HK\$'000
398	1,442
18	116
3	34
1,328	5,050
<b>1,747</b>	<b>6,642</b>

## 11. 可換股票據

於二零一零年八月十日，本公司發行兩份本金額共達225,000,000港元之不附帶利息可換股票據（統稱「可換股票據」）。可換股票據為免息，可按初步兌換價每股0.05（可予調整）港元兌換為本公司股份及於發行日期起三年內到期。於截至二零一二年六月三十日止年度，淨餘之可換股票據約11,584,000港元已轉換為231,680,000股本公司普通股。

可換股票據之本金額於負債部份及權益部份之間的分配如下：

負債部份	Liability component
於期初／年度初	At the beginning of the period/year
名義利息費用	Notional interest charged
轉換為本公司普通股	Converted into ordinary shares of the Company
於期末／年終	At end of period/year
權益部份	Equity component
於本期間／年度初	At the beginning of period/year
轉換為本公司普通股	Converted into ordinary shares of the Company
於期末／年終	At end of period/year

可換股票據之應歸利息開支按實際利息法以實際年利率4.361%向負債部分計算。

## 11. CONVERTIBLE NOTES

On 10 August 2010, the Company issued two zero coupon convertible notes (collectively, referred to as "CN") with an aggregate principal amount of HK\$225,000,000. CN, which bore no interest, was convertible into the shares of the Company at an initial conversation price of HK\$0.05 per share (subject to adjustment) and with maturity date of three years from the date of issuance. During the year ended 30 June 2012, the remaining CN of approximately HK\$11,584,000 had been converted into 231,680,000 ordinary shares of the Company.

The principal amount of CN has been split between the liability components and equity components, as follows:

於二零一二年 十二月三十一日 31 December 2012 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一二年 六月三十日 30 June 2012 (經審核) (Audited) 千港元 HK\$'000
-	10,567
-	30
-	(10,597)
-	-
-	1,360
-	(1,360)
-	-

Imputed interest expense on CN was calculated using the effective interest method by applying the effective interest rates of 4.361% per annum respectively to the liability component.

## 12. 股本

## 12. SHARE CAPITAL

	附註 Notes	股份數目 Number of Shares	面值 Nominal Value 千港元 HK\$'000
法定：	Authorised :		
於二零一一年七月一日及 二零一二年六月三十日之 每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each as at 1 July 2011 and 30 June 2012	10,000,000,000	1,000,000
已發行及繳足：	Issued and fully paid:		
於二零一一年七月一日之 每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each at 1 July 2011	5,211,499,570	52,115
行使購股權	Exercise of share options (a)	3,920,000	39
轉換可換股票據	Conversion of shares from convertible notes (b)	231,680,000	2,317
而發行股份	Repurchase and cancellation of shares (c)	(133,500,000)	(1,335)
回購及註銷股份			
於二零一二年六月三十日之 每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each at 30 June 2012	5,313,599,570	53,136

		(未經審核) (Unaudited)	
		股份數目 Number of Shares	面值 Nominal Value 千港元 HK\$'000
法定： 於二零一二年七月一日及 二零一二年十二月三十一日 之每股面值0.01港元之普通股	Authorised: Ordinary shares of HK\$0.01 each as at 1 July 2012 and 31 December 2012	<b>10,000,000,000</b>	<b>100,000</b>
已發行及繳足： 於二零一二年七月一日之 每股面值0.01港元之普通股	Issued and fully paid: Ordinary shares of HK\$0.01 each as at 1 July 2012	<b>5,313,599,570</b>	<b>53,136</b>
回購及註銷股份	Repurchase and cancellation of shares (d)	<b>(79,408,000)</b>	<b>(794)</b>
於二零一二年十二月三十一日	As at 31 December 2012	<b>5,234,191,570</b>	<b>52,342</b>

- (a) 於二零一二年六月三十日止年度，若干購股權持有人行使其購股權利，以每股0.43港元行使價認購合共3,920,000股每股面值0.01港元之本公司普通股股份。
- (b) 截至二零一一年六月三十日止年度，本金額11,584,000港元之淨餘可換股票據已按兌換價每股0.05港元獲兌換為本公司231,680,000股每股面值0.01港元之普通股股份。
- (c) 截至二零一二年六月三十日止年度，本公司以總現金代價約146,402,000港元購回及註銷133,500,000股每股面值0.01港元之普通股。
- (d) 截至二零一二年十二月三十一日止六個月，本公司以總現金代價約48,397,000港元購回及註銷79,408,000股每股面值0.01港元之普通股。

- (a) During the year ended 30 June 2012, certain share option holders exercised their option rights to subscribe for an aggregate of 3,920,000 ordinary shares of the Company of HK\$0.01 each at an exercise price of HK\$0.43 per share.
- (b) During the year ended 30 June 2012, the remaining CN with principal amount of HK\$11,584,000 has been converted into 231,680,000 ordinary shares of the Company of HK\$0.01 each at a conversion price of HK\$0.05 per share.
- (c) During the year ended 30 June 2012, 133,500,000 ordinary shares of the Company of HK\$0.01 each were repurchased and cancelled by the Company for a total cash consideration of approximately HK\$146,402,000.
- (d) During the six months ended 31 December 2012, 79,408,000 ordinary shares of the Company of HK\$0.01 each were repurchased and cancelled by the Company for a total cash consideration of approximately HK\$48,397,000.

### 13. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及員工宿舍。經協商之物業租賃期介乎一至三年。

於二零一二年十二月三十一日，根據不可撤銷經營租約，本集團須按以下年期支付未來最低應付租金總額如下：

不遲於1年	Not later than 1 year
遲於1年但不遲於5年	Later than 1 year and not later than 5 years

### 13. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Such leases are negotiated for terms ranging from one to three years.

At 31 December 2012, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

十二月三十一日 As at 31 December	
二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一一年 2011 (未經審核) (Unaudited) 千港元 HK\$'000
<b>5,246</b>	2,847
<b>2,758</b>	545
<b>8,004</b>	<b>3,392</b>

### 14. 比較數字

若干比較數字已重列以符合本期間之呈列方式。

### 14. COMPARATIVE FIGURES

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



## 財務回顧

就截至二零一二年十二月三十一日止六個月（「期內」）而言，本集團錄得未經審核綜合收入約673,854,000港元（二零一一年：約754,808,000港元）。收入下降主要由於全球經濟不穩定影響本集團電子商務業務的客戶情緒，導致收益減少所致。期內錄得未經審核盈利約41,616,000港元（二零一一年：約69,965,000港元），盈利下跌主要由於本集團為提升電子商務業務的競爭優勢而增加此業務分部的市場推廣及宣傳成本及員工成本，導致行政開支增加導致。至於本集團另一業務分部——專業資訊科合約及維修保養服務分部，期內保持穩定發展。

## 業務回顧

### 電子商務及提供網上銷售平台之交易業務

回顧二零一二年全年，受國際金融危機後遺症影響，全球貿易及經濟活動下滑，環球經濟增長乏力，各行各業面臨嚴峻考驗。本集團業務增長亦受到影響。儘管環球經濟未明影響消費者的購買力，引致本集團期內的電子商務銷售遜於去年同期，然而，得益於九月至十二月為傳統購物旺季，刺激了消費者的購物意欲，集團第二季度銷售表現優於上第一季度。

期內，本集團的外貿B2C（企業對客戶）電子商務網站DX.com（「DX」）再度為本集團帶來主要之盈利貢獻。作為跨境電子商務的領軍企業，集團的客戶遍及全球兩百多個國家及地區，尤其在新興發展國家如巴西、俄羅斯、以色列等，擁有眾多的忠實客戶。DX平台主打銷售中國製造的電子及周邊產品，深得消費者的喜愛，網站口碑享譽全球。集團專業的團隊緊跟科技的創新潮流，不斷於中國的製造業市場挖掘最新的產品，吸引約半數的客戶到DX平台上重複購買產品。在2012年的嚴峻市場環境下，本集團於期內訂立「回歸鞏固」為戰略目標，抓緊時機不斷完善，為電子商務業務的長遠發展注入動力。期內，集團大力投放資源於網站後台系統的提升、購物流程的優化、專業人才的招聘及團隊的培養等方面，為未來的長遠發展，奠定堅實的基礎。期內，DX的「當地化」

## FINANCIAL REVIEW

For the six months ended 31 December 2012 (the "Period"), the Group recorded an unaudited consolidated revenue of approximately HK\$673,854,000 (2011: approximately HK\$754,808,000). The decrease in revenue was mainly attributable to a drop in sales induced by the change in customers sentiment of the Group's e-commerce business as a result of the unstable global economy. During the Period, the Group recorded an unaudited profit of approximately HK\$41,616,000 (2011: approximately HK\$69,965,000). The decrease in profit was mainly due to an increase in administrative expense caused by the increase in marketing and promotion costs and staff costs which were expensed for improving the competitiveness of the Group's e-commerce business. As for another business segment of the Group (being the professional IT contract and maintenance services segment), it demonstrated a steady growth during the Period.

## BUSINESS REVIEW

### E-commerce and provision of online sales platform business

Looking back on 2012, various industries faced grim challenges as the global economic growth weakened on the decline of global trades and economic activities in the aftermath of the global financial crisis. The Group's business growth was also adversely affected. Despite the fact that the uncertain condition of the global economy has influenced consumers' purchasing power, which made the sales performance of the Group's e-commerce business less favorable than the same period last year, the Group managed to record improved revenue in the second quarter than the first quarter, thanks to the traditional shopping season between September and December which stimulated consumers' shopping appetite.

During the Period, the Group's foreign trade B2C (Business-to-Customer) e-commerce website DX.com ("DX") has once again made major contribution to the Group's profit. As a leading enterprise in cross-border e-commerce business, the Group's customer base spanned across more than two hundred countries and regions, with many loyal customers from the emerging and developing countries like Brazil, Russia and Israel in particular. DX, a platform mainly focusing on sales of made-in-China electronics and peripheral products, earned worldwide reputation and consumer recognition. The Group's professional purchasing team which is keeping up with the innovative trend of technology and constantly digging for the latest products in the Chinese manufacturing market was key to successfully attract approximately half of the customers to engage in product repurchase on DX platform. Under such a severe market environment in 2012, the Group set out a "strength re-enforcement" strategic goal during the Period. The Group seized every opportunity to constantly upgrade itself, thereby injecting impetus to the long-term growth of e-commerce business. During the Period, the Group devoted extensive resources in areas including backstage system upgrade, shopping process optimization, professional personnel recruitment and team training, with a view to enhance future long-term growth and consolidate business foundation. During the Period, "localization" of DX achieved significant progress with steadfast improvements in the development of both new website language versions for different



工作更見完善，為不同的區域開發新的網站語言版本及建立相關配套的工作也不斷進展，例如因地制宜提供支付模式符合當地消費者的實際購物習慣，此包括於網站開通新的付款渠道。另一方面，網站亦積極尋求當地合作伙伴，與了解當地消費習慣及擁有一定市場資源及渠道的當地服務商合作，推進網站在當地的知名度。為配合集團的發展及網站配套提升，本集團積極引進相關業務人才，加強人才配置，提升團隊能力，為將來本集團的業務擴展奠定堅實的人才基礎。

#### **提供專業資訊科技合約及維修保養服務之業務**

本期該業務保持平穩發展。另外，為持續集團於行內之領導地位，於期內集團完成收購一家主要從事提供資訊科技顧問服務及提供企業資訊解決方案的公司－普曜科技有限公司及其附屬公司。

#### **前景**

全球經濟仍存有結構性問題，預料市場會間歇出現波動，全球經濟起步或稍為緩慢。根據國際貨幣基金組織於二零一二年十月發表的《世界經濟展望》，預期二零一三年全球增長率為3.6%，僅略高於上年度的3.3%，經濟前景的不確定性增加。然而，新興市場和發展中經濟體的預期增長率5.6%較先進經濟體的1.5%為高，意味著本集團的電子商務業務仍有頗大發展空間。DX的主要客戶分佈於新興及發展中地區，而為應對經濟活動的疲弱和通貨膨脹，該等地區已經加強政策及採取一系列寬鬆措施，以提高自身的抗衝擊能力。因此，隨著新興市場和發展中經濟體於二零一三年的擴張預期步伐加快，本集團預期電子商務業務能從中受惠。

本集團所引以為傲的優勢，就是提供全面且優質的本土化服務的能力。展望二零一三年，本集團將繼續大力發展DX的「當地化」工作，因應不同國家不同市場提供更能夠滿足當地消費者需要的產品和服務，同時本集團將持續加大研發投入，推進DX的智能手機應用程式，為消費者締造完美智能購物體驗。

regions and relevant auxiliary website systems. In this connection, local payment methods were offered to suit local consumers' actual shopping habits, one of which is the website's brand new payment channel. On the other hand, the website also actively sought for partnership with local companies that not only comprehended local consumption patterns but also possessed considerable market resources and channels, and thus promoted the awareness of the website in foreign countries. In addition, to cope with the Group's development and website auxiliary system upgrade, the Group had actively recruited related business professionals, strengthened talent management while improving team capacity, and thereby building a strong talent base for the business expansion of the Group in the future.

#### **Professional IT contract and maintenance services business**

This business segment maintained steady development during the Period. In addition, the Group completed the acquisition of e-Perfect IT Limited, which, together with its subsidiary, provides IT consultancy and corporate information solution services during the Period to consolidate its leading position in the industry.

#### **PROSPECTS**

Given the underlying structural problems in the global economy, it is expected that there will be intermittent fluctuations in the market and the global economy may grow at a slightly slow rate. According to the "World Economic Outlook" published by the International Monetary Fund (IMF) in October 2012, global economic growth in 2013 is forecast to be at 3.6%, only slightly higher than 3.3% in the previous year. The forecast demonstrated that the uncertainty of economic outlook will increase. However, the expected growth rate of emerging markets and developing economies stands at 5.6%, higher than the rate of 1.5% in advanced economies, indicating that there is still considerably large room for the development of the Group's e-commerce business. The majority of DX's customers are from the emerging and developing regions, and in response to the sluggish economic activities and inflation, these aforesaid regions have strengthened policies and adopted a series of easing measures to enhance their ability to withstand economic impacts. Therefore, the Group expects that its e-commerce business will benefit from the expected acceleration in the pace of expansion in the emerging and developing economies in 2013.

The Group has always prided itself on its ability to provide comprehensive and quality localized service. Looking ahead to 2013, the Group will continue to make great strides in the development of the "localization" strategy of DX, and base on respective countries and markets to provide products and services that can satisfy the demand of local consumers. At the same time, the Group will continuously allocate more resources in carrying out research and development for advancing DX's smartphone applications, and thereby creating a perfect "smart" shopping experience for consumers.

## 流動資金及財務資源

於期內，本集團一般以內部產生之現金流量及銀行提供之銀行融資，為其營運提供資金。

於二零一二年十二月三十一日，本集團之綜合股東資金、流動資產及流動資產淨值，分別為約289,205,000港元（於二零一二年六月三十日：約297,556,000港元），約314,071,000港元（於二零一二年六月三十日：約353,002,000港元）及約211,858,000港元（於二零一二年六月三十日：約265,912,000港元）。

就本集團之流動資產而言，於二零一二年十二月三十一日為約314,071,000港元（於二零一二年六月三十日：約353,002,000港元），應收貿易賬款（扣除呆賬撥備）佔29.4%（於二零一二年六月三十日：19.9%），而已抵押存款、現金及現金等值項目則約佔33.6%（於二零一二年六月三十日：38.0%）。於二零一二年十二月三十一日，本集團之已抵押存款以及現金及現金等值項目為約105,533,000港元（於二零一二年六月三十日：約133,983,000港元）。本集團全部已抵押存款及現金及現金等值項目乃以澳元、港元、加元、英鎊、人民幣、新加坡元及美元結算。

於二零一二年十二月三十一日，本集團並無任何銀行及其他借款餘額（於二零一二年六月三十日：無）。

## 資產負債比率

於二零一二年十二月三十一日，本集團之資產負債比率（按負債總值除以資產總值）約27.7%（於二零一二年六月三十日：24.1%）。

## 資本架構

本集團主要以內部資源為其業務撥資。本集團繼續對庫務政策實施嚴格控制。本公司擬以現有銀行結餘為本集團之未來業務、資本支出及其他資本需求撥資。

於期內，本公司已購回及註銷合共79,408,000股普通股股份。本公司之已發行股本每股面值0.01港元合共5,313,599,570股普通股股份轉為5,234,191,570股普通股股份。

除上述外，本集團之資本架構並無任何重大變動。

## 重大收購、出售事項及重大投資

於二零一二年六月二十九日，本集團與一名獨立第三者訂立買賣協議，以總代價45,000,000港元購入普暉科技有限公司（「普暉」），該公司為一間香港公司。普暉及其附屬公司業務為提供資訊科技顧問服務、提供企業資訊解決方案結構、設計及維修服務以及買賣電腦設備及配件。收購於二零一二年七月三日完成。詳細內容載於本公司於二零一二年六月二十九日刊發之公告內。

## LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group financed its operations by internally generated cash flow and banking facilities provided by banks.

As at 31 December 2012, the Group's consolidated shareholders' equity, current assets and net current assets were approximately HK\$289,205,000 (as at 30 June 2012: approximately HK\$297,556,000), approximately HK\$314,071,000 (as at 30 June 2012: approximately HK\$353,002,000) and approximately HK\$211,858,000 (as at 30 June 2012: approximately HK\$265,912,000) respectively.

In respect of the Group's current assets of approximately HK\$314,071,000 as at 31 December 2012 (as at 30 June 2012: approximately HK\$353,002,000), trade receivable (net of provision for doubtful debts) account for 29.4% (as at 30 June 2012: 19.9%) whilst pledged deposits, cash and cash equivalents accounted for about 33.6% (as at 30 June 2012: 38.0%). As at 31 December 2012, the Group's pledged deposits and cash and cash equivalents amounted to approximately HK\$105,533,000 (as at 30 June 2012: approximately HK\$133,983,000). All of the Group's pledged deposits and cash and cash equivalents were denominated in Australian dollars, Hong Kong dollars, Canadian dollars, pound Sterling, Renminbi, Singapore dollars and United States dollars.

As at 31 December 2012, the Group did not have any outstanding bank and other loan balance (as at 30 June 2012: Nil).

## GEARING RATIO

As at 31 December 2012, the gearing ratio of the Group as a ratio of total liabilities over total assets was 27.7% (as at 30 June 2012: 24.1%).

## CAPITAL STRUCTURE

The Group mainly finances its operation with internal resources. The Group continued to exert stringent control over treasury policies. The Company intends to finance the Group's future operations, capital expenditure and other capital requirement with the existing bank balance available.

During the Period, the Company had repurchased and cancelled an aggregate of 79,408,000 ordinary shares. The total issued share capital of the Company changed from 5,313,599,570 to 5,234,191,570 ordinary shares of HK0.01 each.

Save for the above, the capital structure of the Group had no material change.

## MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

On 29 June 2012, the Group entered into a sale and purchase agreement with an independent third party, involving a total consideration of HK\$45,000,000 for the acquisition e-Perfect IT Limited ("e-Perfect"), which is a Hong Kong company. e-Perfect together with its subsidiary, engaged in providing information and technology consultation services, provision of corporate information solution architecture, design a maintenance services and trading of computer equipment and accessories, which was completed on 3 July 2012. Details of this acquisition are set out in an announcement of the Company dated 29 June 2012.

除上述外，截至二零一二年十二月三十一日止六個月，本公司並無作出任何其他重大投資及重大收購或出售事項。

### 資產抵押

於二零一二年十二月三十一日，本集團並無就銀行融資而將任何資產抵押（於二零一二年六月三十日：本集團將約10,900,000港元之存款抵押）。

### 或然負債

於二零一二年十二月三十一日，本公司就若干附屬公司所獲授之銀行融資提供無限額公司擔保而有或然負債（於二零一二年六月三十日：無）。於報告期末，有關附屬公司並無動用該等融資額（於二零一二年六月三十日：無）。

於二零一二年十二月三十一日，本集團並無任何就本集團所提供之服務而簽署履約保證（於二零一二年六月三十日：約200,000港元）。

### 外匯風險

本集團之所得收入及所致成本主要以澳元，港元，人民幣，新加坡元，加拿大元、英鎊及美元結算。

根據本集團之穩健庫務政策，本集團於期內並無訂定任何衍生工具作對沖。本集團將繼續監察外匯風險並於需要時考慮適當工具作對沖。

於二零一二年十二月三十一日，本集團並無任何未償還之外匯遠期合約（於二零一二年六月三十日：無）。

### 人力資源安排

於二零一二年十二月三十一日，本集團有1,429名員工（於二零一一年十二月三十一日：1,018名）。員工酬金乃於每年或管理層認為合適時作出調整。酬金乃因應一連串因素而變動，包括本集團年內之業績表現、酬金於外部市場之競爭力，以及個別僱員之表現。僱員乃獲付固定酬金，以及獲發酌情花紅及各項福利（包括醫療保險、強制性公積金、購股權及所需培訓）。

## 根據證券及期貨條例（「證券及期貨條例」）第XV部披露權益

### A. 董事及首席執行官

於二零一二年十二月三十一日，本公司董事及首席執行官於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊，或根據創業板上市規則第5.46條所載本公司董事進行買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

Save for the above, the Company had no other significant investments and material acquisitions or disposals for the six months ended 31 December 2012.

### CHARGES ON ASSETS

As at 31 December 2012, the Group did not have any asset pledged for banking facilities (as at 30 June 2012: the Group had pledged deposit approximately of HK\$10.9 million).

### CONTINGENT LIABILITIES

As at 31 December 2012, the Company had contingent liabilities in respect of corporate unlimited guarantees for banking facilities granted to certain subsidiaries (as at 30 June 2012: Nil). At the end of the reporting period, none of such facilities were utilized by the subsidiaries (as at 30 June 2012: Nil).

As at 31 December 2012, the Group had not executed any performance bonds (as at 30 June 2012: approximately HK\$0.2 million) in respect of services provided by the Group.

### FOREIGN CURRENCY RISK

The Group mainly generated revenue and incurred costs in Australian dollars, Hong Kong dollars, Renminbi, Singapore dollars, Canadian dollars, pound sterling and United States ("US") dollars.

In accordance with the Group's conservative treasury policy, the Group did not enter any derivative product for hedging during the Period. But, the Group will keep on monitoring the foreign currency risk and consider any tool for the hedging if necessary.

As at 31 December 2012, the Group has no outstanding forward exchange contracts (as at 30 June 2012: Nil).

### DEPLOYMENT OF HUMAN RESOURCES

As at 31 December 2012, the number of staff of the Group was 1,429 (As at 31 December 2011: 1,018). Staff remuneration is reviewed once a year or as the management deems appropriate. Changes in remuneration are based on a range of factors including the Group's performance, the competitiveness of remuneration with the external market, and individual employee's performance during the year. Employees were paid at fixed remuneration with discretionary bonus and benefits of medical insurance, mandatory provident fund, share options and necessary training.

## DISCLOSURE OF INTERESTS UNDER PART XV OF THE SECURITIES AND FUTURES ORDINANCE (THE "SFO")

### A. DIRECTORS AND CHIEF EXECUTIVES

As at 31 December 2012, the interests and short positions of the directors and chief executives of the Company in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

## 1. 於本公司股份之權益

董事姓名 Number of Director	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之 普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行 股本百分比* Percentage of issued share capital*
黃少康先生 Mr. HUANG Shaokang	實益擁有人 Beneficial owner	好倉 Long	147,960,000		2.82%
	受控制公司權益 Interest of controlled corporation	好倉 Long	773,966,942	(1)	14.79%
				合共 Total:	17.61%
	實益擁有人 Beneficial owner	淡倉 Short	200,000,000		3.82%
孟虎先生 Mr. MENG Hu	受控制公司權益 Interest of controlled corporations	好倉 Long	2,440,000,000	(2)	46.62%
周兆光先生 Mr. CHOW Siu Kwong	實益擁有人 Beneficial owner	好倉 Long	2,880,000		0.06%

附註：

- 該等773,966,942股本公司股份由China Dynamic Enterprises Limited (「China Dynamic」) 擁有，China Dynamic由黃少康先生全資擁有。因此，根據證券及期貨條例第XV部，黃先生被視為於China Dynamic所持有之773,966,942股本公司股份中擁有權益。
- 該等2,440,000,000股本公司股份由ChangAn Investment Holdings II Limited (「ChangAn Investment」) 擁有，ChangAn Investment由Wise Focus International Limited (「Wise Focus」) 擁有63.79%權益，而Wise Focus由孟虎先生擁有67.50%權益，並為其唯一董事。因此，根據證券及期貨條例第XV部，孟先生被視為於ChangAn Investment所持有之2,440,000,000股本公司股份中擁有權益。

\* 該百分比指擁有權益之普通股數目除以本公司於二零一二年十二月三十一日之已發行股份數目。

## 2. 於相聯法團之股份權益

董事並無呈報該權益。

除上文所披露者外，於二零一二年十二月三十一日，本公司董事或首席執行官概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之權益或淡倉，或根據創業板上市規則第5.46條所載本公司董事進行買賣之規定標準須向本公司及聯交所申報之權益或淡倉。

## 1. Interests in shares of the Company

董事姓名 Number of Director	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之 普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行 股本百分比* Percentage of issued share capital*
黃少康先生 Mr. HUANG Shaokang	實益擁有人 Beneficial owner	好倉 Long	147,960,000		2.82%
	受控制公司權益 Interest of controlled corporation	好倉 Long	773,966,942	(1)	14.79%
				合共 Total:	17.61%
	實益擁有人 Beneficial owner	淡倉 Short	200,000,000		3.82%
孟虎先生 Mr. MENG Hu	受控制公司權益 Interest of controlled corporations	好倉 Long	2,440,000,000	(2)	46.62%
周兆光先生 Mr. CHOW Siu Kwong	實益擁有人 Beneficial owner	好倉 Long	2,880,000		0.06%

Notes:

- These 773,966,942 shares of the Company were held by China Dynamic Enterprises Limited ("China Dynamic"), a corporation wholly controlled by Mr. HUANG Shaokang. Accordingly, Mr. Huang was deemed to be interested in 773,966,942 shares of the Company held by China Dynamic pursuant to Part XV of the SFO.
- These 2,440,000,000 shares of the Company were held by ChangAn Investment Holdings II Limited ("ChangAn Investment"), a corporation owned as to 63.79% by Wise Focus International Limited ("Wise Focus"). Wise Focus was owned as to 67.50% by Mr. MENG Hu who is also its sole director. Accordingly, Mr. Meng was deemed to be interested in 2,440,000,000 shares of the Company held by ChangAn Investment pursuant to Part XV of the SFO.

\* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2012.

## 2. Interests in shares of the associated corporation of the Company

No such interest was reported by the Directors.

Save as disclosed above, as at 31 December 2012, none of the directors nor the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.



**B. 主要股東**

於二零一二年十二月三十一日，以下人士根據證券及期貨條例第336條規定本公司存置之登記冊所記錄於本公司股份中擁有5%或以上之權益：

**B. SUBSTANTIAL SHAREHOLDERS**

As at 31 December 2012, the following parties had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東名稱 Number of substantial shareholder	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行股本百分比* Percentage of issued share capital*
ChangAn Investment	實益擁有人 Beneficial owner	好倉 Long	2,440,000,000	(1) & (2)	46.62%
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG")	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	2,440,000,000	(1)	46.62%
HO Chi Sing先生 Mr. HO Chi Sing	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	2,440,000,000	(1)	46.62%
周全先生 Mr. ZHOU Quan	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	2,440,000,000	(1)	46.62%
Wise Focus	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	2,440,000,000	(2)	46.62%
葉志如女士 Ms. YIP Chi Yu	配偶權益 Interest of spouse	好倉 Long	921,926,942	(3)	17.61%
	配偶權益 Interest of spouse	淡倉 Short	200,000,000	(3)	3.82%
China Dynamic	實益擁有人 Beneficial owner	好倉 Long	773,966,942	(4)	14.79%
Innopac Holdings Limited (「Innopac」)	實益擁有人 Beneficial owner	好倉 Long	532,940,000	(5)	10.18%
陳靈健先生 Mr. CHEN Ling Sonny	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	532,940,000	(5)	10.18%
Lime Development Limited (「Lime Development」)	實益擁有人 Beneficial owner	好倉 Long	370,144,000	(6)	7.07%
康健國際投資有限公司 (「康健國際」) Town Health International Investments Limited ("Town Health")	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	380,656,000	(6)	7.27%
Talent Gain Developments Limited (「Talent Gain」)	實益擁有人 Beneficial owner	好倉 Long	266,000,000	(7)	5.08%
Digital China (BVI) Limited	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	266,000,000	(7)	5.08%
Digital China Holdings Limited	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	266,000,000	(7)	5.08%

附註：

1. 該等2,440,000,000股本公司股份由ChangAn Investment擁有。ChangAn Investment由IDG控制33.86%權益，而IDG由周全先生及HO Chi Sing先生控制。因此，根據證券及期貨條例第XV部，IDG、周全先生及HO Chi Sing先生被視為於ChangAn Investment所持有之2,440,000,000股股份中擁有權益。
2. ChangAn Investment由Wise Focus控制63.79%權益，Wise Focus由孟虎先生控制67.50%權益。因此，根據證券及期貨條例第XV部，Wise Focus及孟先生被視為於ChangAn Investment所持有之股份中擁有權益。有關權益亦已於上文「根據證券及期貨條例第XV部披露權益 - A.董事及首席執行官」一段披露為孟先生之權益。
3. 根據證券及期貨條例第XV部，葉志如女士透過其配偶黃少康先生之權益被視為於本公司之921,926,942股股份（好倉）及200,000,000股股份（淡倉）中擁有權益。
4. 該等773,966,942股本公司股份由China Dynamic擁有，China Dynamic由黃少康先生全權控制。有關權益亦已於上文「根據證券及期貨條例第XV部披露權益 - A.董事及首席執行官」一段披露為黃先生之權益。
5. 該等532,940,000股本公司股份由Innopac擁有，Innopac由陳靈健先生全權控制。因此，根據證券及期貨條例第XV部，陳先生被視為於Innopac所持有之本公司532,940,000股股份中擁有權益。
6. 該等370,144,000股本公司股份由Lime Development擁有，Lime Development由康健國際全權控制。因此，根據證券及期貨條例第XV部，康健國際被視為於Lime Development 所持有之370,144,000股股份中擁有權益。

除上述外，根據證券及期貨條例第XV部，康健國際透過其控制之公司擁有10,512,000股本公司股份。

7. 該等266,000,000股本公司股份由Talent Gain擁有，Talent Gain由Digital China (BVI) Limited全權控制。Digital China (BVI) Limited則由Digital China Holdings Limited全權控制。因此，根據證券及期貨條例第XV部，Digital China (BVI) Limited及Digital China Holdings Limited被視為於Talent Gain所持有之266,000,000股股份中擁有權益。

\* 該百分比指擁有權益之普通股數目除以本公司於二零一二年十二月三十一日之已發行股份數目。

Notes:

1. These 2,440,000,000 shares of the Company were held by ChangAn Investment. ChangAn Investment was controlled as to 33.86% by IDG, which was in turn controlled by Mr. ZHOU Quan and Mr. HO Chi Sing. Accordingly, IDG, Mr. ZHOU Quan and Mr. HO Chi Sing were deemed to be interested in 2,440,000,000 shares held by ChangAn Investment pursuant to Part XV of the SFO.
2. ChangAn Investment was controlled as to 63.79% by Wise Focus which was controlled as to 67.50% by Mr. MENG Hu. Accordingly, Wise Focus and Mr. Meng were deemed to be interested in the shares held by ChangAn Investment pursuant to Part XV of the SFO. Such interest was also disclosed as the interests of Mr. Meng in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives".
3. Ms. YIP Chi Yu was deemed to be interested in 921,926,942 shares (long position) and 200,000,000 shares (short position) of the Company through the interests of her spouse, Mr. HUANG Shaokang, pursuant to Part XV of the SFO.
4. These 773,966,942 shares of the Company were held by China Dynamic, a corporation wholly controlled by Mr. HUANG Shaokang. Such interest was also disclosed as the interest of Mr. Huang in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives".
5. These 532,940,000 shares of the Company were held by Innopac, a corporation wholly controlled by Mr. CHEN Ling Sonny. Accordingly, Mr. Chen was deemed to be interested in 532,940,000 shares of the Company held by Innopac pursuant to Part XV of the SFO.
6. These 370,144,000 shares of the Company were held by Lime Development, a corporation wholly controlled by Town Health. Accordingly, Town Health was deemed to be interested in 370,144,000 shares held by Lime Development pursuant to Part XV of the SFO.

Apart from the above, Town Health was interested in 10,512,000 shares of the Company which were held by its controlled corporations pursuant to Part XV of the SFO.

7. These 266,000,000 shares of the Company were by Talent Gain, a corporation wholly controlled by Digital China (BVI) Limited. Digital China (BVI) Limited, was in turn wholly controlled by Digital China Holdings Limited. Accordingly, Digital China (BVI) Limited and Digital China Holdings Limited were deemed to be interested in 266,000,000 shares held by Talent Gain pursuant to Part XV of the SFO.

\* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2012.

除上文所披露者外，於二零一二年十二月三十一日，據本公司董事或首席執行官所知悉，除上文「根據證券及期貨條例第XV部披露權益—A.董事及首席執行官」一段所載權益之董事外，並無任何人士已登記須根據證券及期貨條例第336條予以記錄之本公司股份或相關股份中之權益或淡倉。

### 購股權計劃

於二零一二年十二月三十一日，本公司購股權計劃並無任何尚未行使之購股權。於期內，本購股權計劃概無授出／行使／失效／取消任何購股權。

### 董事收購股份之權利

除於上文「根據證券及期貨條例第XV部披露權益—A.董事及首席執行官」一段所披露者外，於本期間任何時間概無授予任何董事或彼等各自之配偶或未成年滿十八歲之子女透過收購本公司股份或債券以獲得利益之權利，或有該等權利由彼等行使；而本公司或其任何附屬公司亦概無訂立任何安排，以致本公司董事可從任何其他公司實體獲得該等權利。

### 足夠公眾持股量

根據本公司獲得之公開資料及據董事所知，於本報告日期，公眾人士持有本公司已發行股本總額至少25%。

### 訴訟

於二零一二年八月十六日，原告Klipsch Group, Inc(「原告」)就(i)商標假冒；(ii)商標侵權；及(iii)虛假指定原產地在美利堅合眾國(「美國」)聯邦區域法院(「法院」)對若干被告(包括本集團網域之一(「被告人之網域」))提起訴訟(「訴訟」)。原告聲稱，彼等在美國註冊若干產品(「Klipsch品牌產品」)，而侵犯Klipsch品牌產品已透過被告人之網域售予美國之客戶。據此，原告尋求損害賠償、律師費及制裁。因此，原告於二零一二年八月二十七日指示貝寶凍結本集團貝寶賬戶2,000,000美元(「凍結金額」)。期後，於二零一二年十月十一日，法院頒令將凍結金額減少至20,000美元。於本報告日期，並未舉行確定原告申索理據之聆訊，訴訟尚未結束。

本公司董事認為，(i)售予美國客之指稱侵犯Klipsch品牌產品之銷售金額814美元對本集團綜合財務報表而言並不重大；及(ii)侵犯Klipsch品牌產品乃由供應商(「供應商」)提供，根據協議，供應商須悉數彌償本集團因以下原因所產生之所有負債、損失、成本及開支：(i)任何違反有關彼等產品之保證；及／或(ii)有關彼等產品之產品侵權、

Save as disclosed above, as at 31 December 2012, so far as is known to any director or chief executive of the Company, no person, other than the directors whose interests are set out in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives", had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

### SHARE OPTION SCHEME

As at 31 December 2012, there was no option outstanding under the Company's share option scheme. No options were granted/exercised/lapsed/cancelled under the share option scheme during the Period.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from those as disclosed in the above paragraph under "Disclosure of interest under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives", at no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body corporate.

### SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

### LITIGATION

On 16 August 2012, the plaintiff (the "Plaintiff"), Klipsch Group, Inc., filed a suit in the federal district court (the "Court") in the United States ("US") against certain defendants, including one of the web domains (the "Subject Domains") of the Group, in respect of (i) trademark counterfeiting, (ii) trademark infringement; and (iii) false designation of origin (the "Litigation"). The Plaintiff claimed that certain products (the "Klipsch-Branded Items") were registered by them in the US and that infringing Klipsch-Branded Items had been sold to customers in the US via the Subject Domains. The Plaintiff seeks damages, attorneys' fees and sanctions. Hence, the Plaintiff instructed Paypal to freeze US\$2,000,000 from the Group's Paypal account (the "Frozen Amount") on 27 August 2012. Subsequently on 11 October 2012, the Court entered an order reducing the Frozen Amount to US\$20,000. At the date of this report, no hearing to determine the merits of Plaintiff's claim has been held and the Litigation has not yet been closed.

The directors of the Company are of the opinion that the sales amount of the allegedly-infringing Klipsch-Branded Items to customers in the US of US\$814 is not material to the consolidated financial statements of the Group; and (ii) the infringing Klipsch-Branded Items were supplied by suppliers (the "Suppliers") pursuant to agreements that provide that the Suppliers shall indemnify the Group in full against all liability, damages, costs and expenses arising from (i) any breach of warranty in relation to their products; and/or (ii) any legal



專利、版權、設計權及商標或其他知識產權之任何法律索償。因此，認為毋須在本集團截至二零一二年十二月三十日止六個月之綜合財務報表內就該訴訟作出撥備。

### 董事於競爭業務之權益

本公司董事、上市時管理層股東或彼等各自之聯繫人士概無於任何對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

### 購買、出售或贖回本公司上市證券

截至二零一二年十二月三十一日止六個月，本公司在聯交所以總代價48,135,000港元（不包括費用）購回79,408,000股本公司股份，以提高其每股的資產淨值及盈利。該等股份在購回後已於二零一二年十二月三十一日止六個月內全部被註銷。有關購回股份之詳情如下：

購回月份 Month of the repurchases	購回 普通股總數 Total number of ordinary shares repurchased	已支付每股 最高價格 Highest price paid per share 港元 HK\$	已支付每股 最低價格 Lowest price paid per share 港元 HK\$	支付總代價 Aggregate consideration paid 港元 HK\$
二零一二年十一月 November 2012	60,036,000	0.64	0.55	36,550,000
二零一二年十二月 December 2012	19,372,000	0.60	0.58	11,585,000
	<u>79,408,000</u>			<u>48,135,000</u>

除上文所披露者外，於二零一二年十二月三十一日止六個月內，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

### 董事進行之證券交易

本集團已遵照創業板上市規則第5.48條至第5.67條之規定採納規管董事進行證券交易之嚴格常規。可能擁有本集團尚未發表之股價敏感資料之相關僱員亦須遵照不遜於該等規則所載者之指引。截至二零一二年十二月三十一日止六個月，並未出現任何未獲遵守之情況。

### 其他事項

於二零一二年十一月九日，本公司已向聯交所作出申請，建議將其於創業板上市之股份轉往聯交所主板（「轉板之建議」）。董事相信，股份在主板上市有助提升本集團之企業形象並增強股份在市場上之交投量。董事亦認為其

claims in respect of the product infringe, patent, copyright, design right and trade mark or other intellectual property right in relation to their products. Therefore, no provision is considered as necessary in the consolidated financial statements of the Group for the six months ended 31 December 2012.

### DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the directors, initial management shareholders or their respective associates of the Company has an interest in a business which competes or may compete with the business of the Group.

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

During the six months ended 31 December 2012, the Company repurchased 79,408,000 shares of the Company on the Stock Exchange at an aggregate consideration of HK\$48,135,000 (excluding expenses) for the enhancement of its net asset value and earnings per share. All repurchased shares had been cancelled during the six months ended 31 December 2012. Details of the repurchases of shares are summarized as follows:

購回 普通股總數 Total number of ordinary shares repurchased	已支付每股 最高價格 Highest price paid per share 港元 HK\$	已支付每股 最低價格 Lowest price paid per share 港元 HK\$	支付總代價 Aggregate consideration paid 港元 HK\$
60,036,000	0.64	0.55	36,550,000
19,372,000	0.60	0.58	11,585,000
<u>79,408,000</u>			<u>48,135,000</u>

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company during the six months ended 31 December 2012.

### SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted stringent procedures governing director's securities transaction in compliance with Rules 5.48 to 5.67 of the GEM Listing Rules. Relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines with no less exacting terms than those set out in the Rules. No incidence of non-compliance was noted for the six months ended 31 December 2012.

### OTHER EVENTS

On 9 November 2012, the Company had made an application to the Stock Exchange for the proposed transfer of listing of its shares from GEM to the Main Board (the "Proposed Transfer"). The Directors believe that the listing of the shares on the Main Board will

股份在主板上市將有利於本集團日後發展、財政上的靈活性及業務發展。直至本報告日期，聯交所尚未授予有關批准，且概不保證將可獲得聯交所的有關批准。

## 企業管治常規守則

於截至二零一二年十二月三十一日止整個六個月內，本公司一直遵守創業板上市規則附錄十五所載之企業管治守則之守則條文，惟下列偏離事項除外：

### 守則條文第A.6.7條

獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事局成員，應定期出席董事局及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。他們並應出席股東大會，對公司股東的意見有公正的了解。

基於處理其他事務，部份獨立非執行董事及非執行董事並無出席於二零一二年十一月二十九日舉行之本公司股東週年大會。

## 審核委員會

本公司成立審核委員會（「委員會」），其書面職權範圍乃遵照創業板上市規則釐定。委員會之首要職務為審核及監督本集團之財務呈報過程及內部監控系統。委員會由三名獨立非執行董事魯煒先生、方福偉先生及李觀保先生組成。本集團截至二零一二年十二月三十一日止六個月之中期報告所載之資料並未經審核，但經由委員會審閱，而其認為該報告已遵守適用之會計準則及聯交所規定和法律規定，且已作出足夠披露。

## 董事

於本報告刊發日期，執行董事為黃少康先生、周兆光先生、孟虎先生及羅嘉先生，非執行董事為張震先生及高翔先生，而獨立非執行董事為魯煒先生、方福偉先生及李觀保先生。

承董事會命

主席

黃少康

香港，二零一三年二月七日

help to enhance the profile of the Group and improve the trading liquidity of the shares. The Directors also consider that the Proposed Transfer will be beneficial to the future growth, financial flexibility and business development of the Group. As at the date of this report, an approval has not yet been granted by the Stock Exchange and there is no assurance that such approval will be obtained from the Stock Exchange.

## CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has complied with the code provisions of the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules throughout the six months ended 31 December 2012, except for the following deviation:

### Code Provision A.6.7

Independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. They should also attend general meetings and development a balanced understanding of the views of shareholders.

Due to engage in other commitments, certain independent non-executive directors and non-executive directors, did not attend the annual general meeting of the Company held on 29 November 2012.

## AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) 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 Group. The Committee comprises three independent non-executive Directors, Mr. LU Wei, Mr. FONG Fuk Wai and Mr. LI Guanbao. The information contained in the Group’s interim report for the six months ended 31 December 2012 has not been audited but has been reviewed by the Committee, who was of opinion that such report compiled with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

## DIRECTORS

As at the date of this report, the executive directors are Mr. HUANG Shaokang, Mr. CHOW Siu Kwong, Mr. MENG Hu and Mr. LUO Jia, the non-executive directors are Mr. ZHANG Zhen and Mr. GAO Xiang, and the independent non-executive directors are Mr. LU Wei, Mr. FONG Fuk Wai and Mr. LI Guanbao.

By order of the Board

**HUANG Shaokang**

Chairman

Hong Kong, 7 February 2013