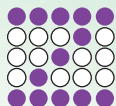


Third Quarterly Report  
第三季度報告

2012/13



**Thiz Technology Group Limited**

**即時科研集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

(Stock Code 股份代號: 8119)

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

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

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

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 (the “Directors”) of Thiz Technology Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to Thiz Technology Group Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: 1. the information contained in this report is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this report misleading; and 3. all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*\* For identification purpose only*

## SUMMARY

- The Group recorded a turnover of approximately HK\$838,000 for the nine months ended 31 December 2012.
- Loss attributable to shareholders was approximately HK\$5,441,000.
- The directors of the Company (the “Directors”) do not recommend the payment of an interim dividend for the nine months ended 31 December 2012.

## RESULTS

The board of Directors (the “Board”) of Thiz Technology Group Limited (the “Company”) herein to announce the unaudited condensed consolidated results of the Company and its subsidiaries (together the “Group”) for the three months and nine months ended 31 December 2012 together with the comparative unaudited figures for the corresponding periods in 2011 as follows:

### UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	<i>Notes</i>	For the three months ended 31 December		For the nine months ended 31 December	
		2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>	2012 <i>HK\$'000</i>	2011 <i>HK\$'000</i>
Turnover	3	228	939	838	14,877
Cost of sales		(6)	(570)	(229)	(13,547)
Gross profit		222	369	609	1,330
Other income	3	5	42	8	245
Selling and distribution expenses		(23)	(72)	(85)	(121)
General and administrative expenses		(1,835)	(1,894)	(5,154)	(5,624)
Finance costs		(271)	(263)	(827)	(700)
Loss before taxation	4	(1,902)	(1,818)	(5,449)	(4,870)
Taxation	5	—	—	—	—
<b>Loss for the period</b>		<b>(1,902)</b>	<b>(1,818)</b>	<b>(5,449)</b>	<b>(4,870)</b>
Exchange differences on translation		1	(17)	2	(81)
<b>Total comprehensive income</b>		<b>(1,901)</b>	<b>(1,835)</b>	<b>(5,447)</b>	<b>(4,951)</b>

	For the three months ended 31 December		For the nine months ended 31 December	
	2012	2011	2012	2011
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Loss attributable to:</b>				
Owners of the Company	(1,899)	(1,818)	(5,441)	(4,870)
Non-controlling interests	(3)	–	(8)	–
	<u>(1,902)</u>	<u>(1,818)</u>	<u>(5,449)</u>	<u>(4,870)</u>
<b>Total comprehensive income attributable to:</b>				
Owners of the Company	(1,898)	(1,835)	(5,439)	(4,951)
Non-controlling interests	(3)	–	(8)	–
	<u>(1,901)</u>	<u>(1,835)</u>	<u>(5,447)</u>	<u>(4,951)</u>
<b>Loss per share</b>				
– Basic and diluted (in cents) 6	<u>(0.11)</u>	<u>(0.11)</u>	<u>(0.32)</u>	<u>(0.29)</u>

# **CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)**

	Share Capital	Share premium	Capital redemption reserve	Special reserve	Translation reserve	Accumulated losses	Total	Non- controlling interests	Total equity
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Balance at 1 April 2011	168,274	28,060	84	360	4,267	(204,309)	(3,264)	–	(3,264)
Other comprehensive income	–	–	–	–	(81)	–	(81)	–	(81)
Loss for the period	–	–	–	–	–	(4,870)	(4,870)	–	(4,870)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance at 31 December 2011	<u>168,274</u>	<u>28,060</u>	<u>84</u>	<u>360</u>	<u>4,186</u>	<u>(209,179)</u>	<u>(8,215)</u>	<u>–</u>	<u>(8,215)</u>
Balance at 1 April 2012	<b>168,274</b>	<b>28,060</b>	<b>84</b>	<b>360</b>	<b>4,361</b>	<b>(213,061)</b>	<b>(11,922)</b>	<b>(268)</b>	<b>(12,190)</b>
Other comprehensive income	–	–	–	–	<b>2</b>	–	<b>2</b>	–	<b>2</b>
Loss for the period	–	–	–	–	–	(5,441)	(5,441)	(8)	(5,449)
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Balance at 31 December 2012	<u><b>168,274</b></u>	<u><b>28,060</b></u>	<u><b>84</b></u>	<u><b>360</b></u>	<u><b>4,363</b></u>	<u><b>(218,502)</b></u>	<u><b>(17,361)</b></u>	<u><b>(276)</b></u>	<u><b>(17,637)</b></u>

*Notes to the Accounts:*

**1. General information**

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Cap.22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 6 December 2000. The Group is a developer and provider of a range of Linux solutions including Linux operating systems, application systems run on Linux and other businesses.

**2. Basis of preparation**

The unaudited consolidated results of the Group have been prepared in accordance with the new Hong Kong Financial Reporting Standards (“HKFRS”) and Hong Kong Accounting Standards (“HKAS”) (collectively “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. They have also been prepared under the historical convention.

The details of adoption of new and revised HKFRSs have been set out in the Company’s annual report for the year ended 31 March 2012.

The accounting policies adopted in preparing the unaudited consolidated results are consistent with those applied in the preparation of the Group’s annual financial statements for the year ended 31 March 2012.

The Group has not early adopted any new standards or interpretations that have been issued but are not yet effective.

**3. Turnover and other revenues**

Turnover represents the invoiced value of the Group’s Linux based software and hardware products distributed, trading income, software development income and training income, after allowances for returns and discounts and net of value added tax. An analysis of the Group’s turnover and other revenue is as follows:

	<b>For the three months ended</b>		<b>For the nine months ended</b>	
	<b>31 December</b>		<b>31 December</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>HK\$’000</b>	<b>HK\$’000</b>	<b>HK\$’000</b>	<b>HK\$’000</b>
Turnover:				
Software development income	<b>149</b>	–	<b>194</b>	24
Trading income	<b>79</b>	901	<b>644</b>	14,815
Training income	–	38	–	38
	<b>228</b>	939	<b>838</b>	14,877
Other revenues:				
Interest income	<b>5</b>	8	<b>8</b>	21
Sundry income	–	34	–	224
	<b>5</b>	42	<b>8</b>	245
	<b>233</b>	981	<b>846</b>	15,122

#### 4. Loss before tax (Unaudited)

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2012	2011	2012	2011
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Loss before tax is arrived at after charging:				
Cost of inventories sold	<b>6</b>	570	<b>229</b>	13,547
Amortisation of product development costs	—	103	—	310
Depreciation	<b>14</b>	15	<b>43</b>	54
Finance costs	<b>271</b>	263	<b>827</b>	700

#### 5. Taxation

Hong Kong profits tax is calculated at 16.5% (2011: 16.5%) of the estimated assessable profit for the period and taxation for other jurisdictions is calculated on the rates prevailing in the relevant jurisdiction. No provision for taxation has been made as the Group incurred a taxation loss for the period.

Deductible temporary differences have not been recognised in these financial statements owing to the absence of objective evidence in respect of the availability of sufficient taxable profits that are expected to arise to offset against the deductible temporary differences.

#### 6. Loss per share

The calculation of basic loss per share for the nine months ended 31 December 2012 is based on the loss attributable to owners of the Company of HK\$5,441,000 (2011: HK\$4,870,000) and the weighted average of 1,682,737,250 (2011: 1,682,737,250) ordinary shares in issue during the period.

## **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2012 (2011: Nil).

## **BUSINESS REVIEW**

During the period under review, the revenue of the Group was mainly derived from trading business. Due to the global economic environment was still clouded with various uncertainties, our customers reduced their orders significantly and resulted in a significant decrease in the turnover of the Group. To address the situation, we have started lowering our operation costs and sourcing supply of new products. However, it takes time for those mentioned activates to generate positive impacts to the Group's results. Enhancing the revenue of the existing products and exploring opportunities in new products market remain the strategies of the Group, although we will monitor the situation cautiously and adjust our development plan accordingly under existing unfavorable conditions.

China is the largest market for the Group and factors such as the appreciation of the renminbi, raising of the minimum wage by the Chinese government and inflation had led to a high level of operation costs. The Group will adopt a positive attitude and improve the internal management to achieve the targets of the effective control of and reduce in operating costs. Under the current market circumstances, it is difficult to transfer the cost increment to the customers. As a result, the Group's profitability was badly affected by all these unfavorable factors and our losses will be further increased.

## **PROSPECT**

We expected the sustained impacts of the slowdown of global economy will continue to constrain the customers' demand. The Group will adopt conservative approach in the existing business operations, continue to review the business strategy as well as maintain a healthy financial position to overcome the unexpected market conditions. Increasing costs arising from the operating environment especially, from increasing wages and inflation remain challenges for our business. To overcome these adversities, the Group will continue to implement tight cost control measures and seek further improvement in operational efficiency to minimize the adverse impacts.

### ***Financial highlights***

The Group's consolidated turnover for the nine months ended 31 December 2012 amounted to approximately HK\$838,000 (2011: HK\$14,877,000). During the period under review, loss from operations for the period was HK\$4,622,000, compared to HK\$4,170,000 in the corresponding period of last year. Further, loss attributable to owners of the Company for the period was HK\$5,441,000 while the corresponding period of last year was HK\$4,870,000.



## **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES OF THE COMPANY**

As at 31 December 2012, the interests or short positions of the directors and chief executive in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), Chapter 571 of the Laws of Hong Kong), which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.61 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### **(a) Long positions in ordinary shares of HK\$0.1 of the Company**

<b>Name of Directors</b>	<b>Type of interest</b>	<b>Total number of shares held</b>	<b>Percentage of shareholding</b>
Mr. Lin Chien Hsin	Personal	52,950,000	3.15%
Mr. Wong Hoi Wong ("Mr. Albert Wong") ( <i>Note</i> )	Other	15,086,000	0.90%

*Note:* These 15,086,000 shares are registered in name of Eaglemax International Investment Limited, a company wholly owned by Intelligent Management Limited as the trustee of Intelligent Management Discretionary Trust, a family discretionary trust, the objects of which include Mr. Albert Wong and his family and any charity in the world. As at 31 December 2012, Mr. Albert Wong held the entire issued share capital of Intelligent Management Limited. By virtue of SFO, Mr. Albert Wong has interest of such shares.

### **(b) Short positions in the shares and underlying shares of the Company**

Save as disclosed herein, as at 31 December 2012, none of the directors has short positions in the shares or underlying shares of equity derivatives of the Company.

Save as disclosed herein, as at 31 December 2012, none of the directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.61 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS**

As at 31 December 2012, the following persons (not being the directors and chief executives of the Company) had interests or short positions in the shares, underlying shares or debentures of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO as follows:–

Name of Shareholder	Nature of interests	Number of Shares Held	Approximate percentage of issued share capital
Ms. Chu Ya Hsin	Beneficial	191,590,909	11.39%

Save as disclosed above, as at 31 December 2012, there was no person (not being the directors and chief executives of the Company) who had any interests or short positions in the shares, underlying shares and debentures of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed under the heading “Directors’ and Chief Executives’ Interests in Securities of the Company”, at no time during the nine months ended 31 December 2012 was the Company or any of its subsidiaries a party to any arrangements to enable any director or their respective spouse or children under 18 years of age to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## **COMPETING INTERESTS**

None of the directors or the management shareholders (as defined in the GEM Listing Rules) of the Company or their respective associates had any interest in a business which competed or might compete with business of the Group.

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

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the nine months ended 31 December 2012.

## **AUDIT COMMITTEE**

The Company has established an Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee comprises three independent non-executive directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze. The Audit Committee is chaired by Mr. Chu Meng Chi. The primary duties of the Audit Committee are to supervise the financial reporting process and internal control of the Company. The Audit Committee has reviewed the unaudited results of the Group for the nine months ended 31 December 2012 and has provided advice and comment thereon.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices (the Code) contained in Appendix 15 of the GEM Listing Rules throughout the Period, save for the deviations discussed below.

## **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

Under the code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

Mr. Wong Hoi Wong is both the Chairman and Chief Executive Officer of the Company who is responsible for managing the Board and the Group business. The Board considers that, with the present board structure and scope of business of the Group, there is no imminent need to separate the roles into two individuals as Mr. Wong is perfectly capable of distinguishing the priority of these roles in which he has been acting. However, the Board will continue to review the effectiveness of the Group corporate governance structure to assess whether the separation of the positions of Chairman and Chief Executive Officer is necessary.

## **NON-EXECUTIVE DIRECTORS**

Under the Code Provision A.4.1, all the non-executive directors should be appointed for a specific term, subject to re-election. At present, the non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association.

## CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code for securities transactions by the Directors set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding securities transactions by Directors. The Company confirmed that, having made specific enquiry from all Directors, the Directors have complied with the required standard of dealings and its code of conduct regarding securities transactions by the Directors for the nine months ended 31 December 2012.

By Order of the Board

**Wong Hoi Wong**

*Chairman*

Hong Kong, 8 February 2013

*As at the date hereof, the board of directors of the Company comprises two executive directors, namely Mr. Wong Hoi Wong and Mr. Lin En Fu, three non-executive directors, namely Mr. Lin Chien Hsin, Ms. Hsieh Yi Chen and Ms. Wu Chiao Ru and three independent non-executive directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze.*