



千里眼控股有限公司 TeleEye Holdings Limited

(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：8051)

(Stock Code: 8051)

二零一二年／二零一三年第三季度業績報告 2012/2013 THIRD QUARTERLY RESULTS REPORT

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板為帶有高投資風險之公司提供上市之市場。尤其在創業板上市之公司毋須有過往利潤記錄，亦毋須預測未來利潤。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市之公司屬於新興性質，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。

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依賴該等內容而引致之任何損失承擔任何責任。

本報告(千里眼控股有限公司(「本公司」)董事(「董事」及「各董事」)願共同及個別對此負全責)乃遵照聯交所《創業板證券上市規則》之規定而提供有關千里眼控股有限公司之資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(2)並無遺漏其他事實致使本報告所載任何聲明產生誤導；及(3)本報告內表達之一切意見乃經審慎周詳考慮後方始作出，並以公平合理之基準和假設為依據。

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

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

The Stock Exchange takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims 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 (“Directors” and each a “Director”) of TeleEye 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 GEM of the Stock Exchange for the purpose of giving information with regard to TeleEye Holdings 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.

摘要

- 截至二零一三年三月三十一日止九個月，本公司及其附屬公司(統稱「本集團」)錄得營業額約27,932,000港元，較二零一二年同期減少約2%。
- 截至二零一三年三月三十一日止九個月，本集團錄得本公司擁有人應佔虧損約4,090,000港元，較去年同期增加約2%。虧損增加乃主要由於毛利率下跌所致。
- 董事會(「董事會」)不擬派付截至二零一三年三月三十一日止九個月之中期股息。

HIGHLIGHTS

- The Company and its subsidiaries (collectively referred to as the "Group") recorded a turnover of approximately HK\$27,932,000 for the nine months ended 31 March 2013, representing a decrease of approximately 2% when compared with the same period in 2012.
- The Group recorded a loss attributable to the owners of the Company of approximately HK\$4,090,000 for the nine months ended 31 March 2013, representing an increase of approximately 2% when compared with the same period in last year. The increase in loss was mainly attributable to a drop in gross profit margin.
- The board (the "Board") of Directors does not recommend the payment of an interim dividend for the nine months ended 31 March 2013.

業績

本公司董事會謹此宣佈，本集團截至二零一三年三月三十一日止三個月及九個月之未經審核綜合業績連同二零一二年同期之未經審核比較數字如下：

簡明綜合損益表及全面收益表

RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 March 2013, together with the comparative unaudited figures for the corresponding periods in 2012, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

			截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
			二零一三年 2013	二零一二年 2012	二零一三年 2013	二零一二年 2012
		附註 NOTES	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
			(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)
收入	Revenue	3	8,195	8,651	27,932	28,636
銷售成本	Cost of sales		(4,647)	(5,084)	(15,712)	(15,548)
毛利	Gross profit		3,548	3,567	12,220	13,088
其他收入	Other income		92	65	208	179
銷售及分銷成本	Selling and distribution costs		(2,233)	(2,479)	(6,952)	(7,160)
行政費用	Administrative expenses		(1,923)	(1,935)	(5,928)	(6,355)
研究及發展支出	Research and development expenditure		(1,170)	(1,359)	(3,724)	(3,797)
除稅前虧損	Loss before taxation	4	(1,686)	(2,141)	(4,176)	(4,045)
所得稅抵免/(支出)	Income tax credit/(expense)	5	—	—	13	(1)
本期間虧損	Loss for the period		(1,686)	(2,141)	(4,163)	(4,046)
其他全面(支出)/收益：	Other comprehensive (expense)/income:					
其後可能重新分類至損益之項目	Items that may be reclassified subsequently to profit or loss					
因換算境外業務之賬目而產生之匯兌差額	Exchange differences arising on translating foreign operations		(230)	77	(91)	(131)
可供出售投資之公平值變動	Change in fair value on available-for-sale investments		251	525	1,341	(636)
本期間其他全面收益/(支出)	Other comprehensive income/(expense) for the period		21	602	1,250	(767)
本期間全面支出總額	Total comprehensive expense for the period		(1,665)	(1,539)	(2,913)	(4,813)

簡明綜合損益表及全面收益表(續)

**CONDENSED CONSOLIDATED STATEMENT OF
PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME (CONTINUED)**

		截至三月三十一日止三個月		截至三月三十一日止九個月	
		Three months ended		Nine months ended	
		31 March		31 March	
		二零一三年	二零一二年	二零一三年	二零一二年
		2013	2012	2013	2012
附註		千港元	千港元	千港元	千港元
NOTES		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
由下列人士應佔本期間虧損：	Loss for the period attributable to:				
本公司擁有人	Owners of the Company	(1,663)	(2,116)	(4,090)	(3,991)
非控股權益	Non-controlling interests	(23)	(25)	(73)	(55)
		(1,686)	(2,141)	(4,163)	(4,046)
由下列人士應佔本期間全面	Total comprehensive expense for				
支出總額：	the period attributable to:				
本公司擁有人	Owners of the Company	(1,660)	(1,508)	(2,849)	(4,759)
非控股權益	Non-controlling interests	(5)	(31)	(64)	(54)
		(1,665)	(1,539)	(2,913)	(4,813)
			(重列)		(重列)
			(Restated)		(Restated)
每股虧損	Loss per share				
— 基本	— Basic	(10)港仙 HK cents	(18)港仙 HK cents	(31)港仙 HK cents	(35)港仙 HK cents
— 攤薄	— Diluted	(10)港仙 HK cents	(18)港仙 HK cents	(31)港仙 HK cents	(35)港仙 HK cents

簡明綜合財務報表附註

1. 一般資料

本公司在開曼群島註冊成立為有限公司，而其股份於聯交所創業板上市，其最終控股公司為Etin Tech Limited，一家於英屬處女群島註冊成立之公司。

未經審核綜合業績乃以港元列報，港元與本公司之功能貨幣相同。

2. 編製基準

未經審核綜合業績乃根據香港普遍採納之會計原則而編製，包括香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋。此外，未經審核綜合業績乃根據聯交所創業板證券上市規則第18章之適用披露規定而編製。未經審核綜合業績乃根據歷史成本法而編製，惟若干金融工具以公平值計量（倘適用）除外。

於編製未經審核綜合業績時採納之主要會計政策與本集團於其截至二零一二年六月三十日止年度之年度財務報表所採納者一致。

於本九個月期間，本集團已首次應用以下香港會計師公會頒佈之新增及經修訂香港財務報告準則。

香港會計準則 第1號之修訂本	呈列其他全面收益項目
香港會計準則 第12號之修訂本	遞延稅項 — 收回相關資產

於本九個月期間應用此等新增或經修訂香港財務報告準則對該等未經審核綜合業績呈報之金額並無重大影響。

本集團並無提早應用已頒佈但尚未生效之新增及經修訂香港財務報告準則。董事預期應用此等新增及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on the GEM of the Stock Exchange. Its ultimate holding company is Etin Tech Limited, a company incorporated in the British Virgin Islands.

The unaudited consolidated results are presented in Hong Kong dollars, which is the same as the functional currency of the Company.

2. BASIS OF PREPARATION

The unaudited consolidated results have been prepared in accordance with accounting principles generally accepted in Hong Kong, which include Hong Kong Financial Reporting Standards (“HKFRSs”), Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the unaudited consolidated results have also been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. They have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair values, as appropriate.

The principal accounting policies adopted in the preparation of the unaudited consolidated results are consistent with those adopted by the Group in its annual financial statements for the year ended 30 June 2012.

In the current nine-month period, the Group has applied, for the first time, the following new and revised HKFRSs issued by the HKICPA.

Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets

The application of these new or revised HKFRSs in the current nine-month period had no material effect on the amounts reported in these unaudited consolidated results.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of these new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

簡明綜合財務報表附註(續)

3. 收入
收入指本期間內對外來客戶已售出貨品之已收及應收款項減退款及津貼之款項。

4. 除稅前虧損

除稅前虧損已扣除／
(計入)：

呆壞賬撥備／(撥備撥回)

發展成本資本化之攤銷
(已列入研究及
發展支出)

物業、廠房及設備之
折舊

上市權益證券之
股息收入

銀行存款利息收入

出售物業、廠房及
設備之虧損

匯兌虧損／(收益)淨額

呆舊存貨(撥備撥回)／
撥備(已列入銷售成本)

5. 所得稅抵免／(支出)

簡明綜合損益表及全面收益表內之所得稅抵免／
(支出)指：

香港利得稅
過往期間超額撥備／
(撥備不足)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

3. REVENUE

Revenue represents the amount received and receivable for goods sold, less returns and allowances, to outside customers during the period.

4. LOSS BEFORE TAXATION

截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000

Loss before taxation has been arrived at after charging/
(crediting):

Allowance/(reversal of allowance) for bad and doubtful debts

Amortisation of capitalised development costs (included in research and development expenditure)

Depreciation of property, plant and equipment

Dividend income from listed equity securities

Interest income from bank deposits

Loss on disposal of property, plant and equipment

Net foreign exchange loss/(gain)

(Reversal of allowance)/allowance for obsolete stocks (included in cost of sales)

5. INCOME TAX CREDIT/(EXPENSE)

Income tax credit/(expense) in the condensed consolidated statement of profit or loss and other comprehensive income represented:

截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000

Hong Kong Profits Tax
Overprovision/(underprovision) in respect of prior period

簡明綜合財務報表附註(續)

5. 所得稅抵免/(支出)(續)
香港利得稅乃按兩個期間內之估計應課稅利潤以稅率16.5%計算。

由於本集團在截至二零一三年及二零一二年三月三十一日止九個月並無估計應課稅溢利，故並無就所得稅計提撥備。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法之實施條例，中國附屬公司之稅率為25%。

於其他司法權區產生之稅項乃按有關司法權區之適用稅率計算。

6. 每股虧損
本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

虧損	Loss
用以計算每股基本及攤薄虧損之虧損 (本公司擁有人應佔本期間虧損)	Loss for the purpose of basic and diluted loss per share (Loss for the period attributable to owners of the Company)

股份數目 Numbers of shares

用於計算每股基本虧損之普通股加權平均數 Weighted average number of ordinary shares for the purpose of basic loss per share

潛在有攤薄效果普通股之影響：
— 購股權 Effect of dilutive potential ordinary shares:
— Share options

用於計算每股攤薄虧損之普通股加權平均數 Weighted average number of ordinary shares for the purpose of diluted loss per share

用於計算每股基本及攤薄虧損之普通股加權平均數已就於二零一三年一月完成之公開發售作出調整。

由於行使本公司購股權將導致每股虧損減少，計算截至二零一三年及二零一二年三月三十一日止九個月之每股攤薄虧損並無假設行使本公司購股權。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

5. INCOME TAX CREDIT/(EXPENSE) (CONTINUED)

Hong Kong Profits Tax is calculated at the rate of 16.5% on the estimated assessable profits for both periods.

No provision for income tax has been made as the Group had no estimated assessable profits for the nine months ended 31 March 2013 and 2012.

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiary is 25%.

Taxation arising in other jurisdictions is calculated at the rate prevailing in the relevant jurisdictions.

6. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
(1,663)	(2,116)	(4,090)	(3,991)
千股 '000	千股 '000 (重列) (Restated)	千股 '000	千股 '000 (重列) (Restated)
16,833	11,517	13,251	11,517
—	—	—	—
16,833	11,517	13,251	11,517

The weighted average number of ordinary shares for the purpose of basic and diluted loss per share has been adjusted for the open offer completed in January 2013.

The computation of diluted loss per share for the nine months ended 31 March 2013 and 2012 does not assume the exercise of the Company's share options since their exercise would result in decrease in loss per share.

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS (CONTINUED)

7. 儲備變動

7. MOVEMENT OF RESERVES

由本公司擁有人應佔

Attributable to owners of the Company

		股本	股份溢價	匯兌儲備	投資 重估儲備	購股權 儲備	特別儲備	保留利潤/ (累計虧損) Retained profits/ losses	總計	非控股 權益	總計
		Share capital	Share premium	Translation reserve	Investment revaluation reserve	Share options reserve	Special reserve	(accumulated losses)	Total	Non- controlling interests	Total
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
於二零一一年七月一日 (經審核)	At 1 July 2011 (audited)	1,808	21,817	107	753	1,022	14,990	953	41,450	(177)	41,273
本期間虧損	Loss for the period	—	—	—	—	—	—	(3,991)	(3,991)	(55)	(4,046)
本期間其他全面 (支出)/收益	Other comprehensive (expense)/income for the period	—	—	(132)	(636)	—	—	—	(768)	1	(767)
本期間全面支出總額	Total comprehensive expense for the period	—	—	(132)	(636)	—	—	(3,991)	(4,759)	(54)	(4,813)
於二零一二年三月三十一日 (未經審核)	At 31 March 2012 (unaudited)	<u>1,808</u>	<u>21,817</u>	<u>(25)</u>	<u>117</u>	<u>1,022</u>	<u>14,990</u>	<u>(3,038)</u>	<u>36,691</u>	<u>(231)</u>	<u>36,460</u>
於二零一二年七月一日 (經審核)	At 1 July 2012 (audited)	1,808	21,817	(128)	(202)	1,022	14,990	(5,229)	34,078	(235)	33,843
本期間虧損	Loss for the period	—	—	—	—	—	—	(4,090)	(4,090)	(73)	(4,163)
本期間其他全面 (支出)/收益	Other comprehensive (expense)/income for the period	—	—	(100)	1,341	—	—	—	1,241	9	1,250
本期間全面支出總額	Total comprehensive expense for the period	—	—	(100)	1,341	—	—	(4,090)	(2,849)	(64)	(2,913)
行使購股權後發行 普通股	Issue of ordinary shares upon exercise of share options	1	30	—	—	(17)	—	—	14	—	14
完成公開發售後發行 普通股	Issue of ordinary shares after completion of open offer	904	4,674	—	—	—	—	—	5,578	—	5,578
於二零一三年三月三十一日 (未經審核)	At 31 March 2013 (unaudited)	<u>2,713</u>	<u>26,521</u>	<u>(228)</u>	<u>1,139</u>	<u>1,005</u>	<u>14,990</u>	<u>(9,319)</u>	<u>36,821</u>	<u>(299)</u>	<u>36,522</u>

中期股息

董事會不擬派付截至二零一三年三月三十一日止三個月及九個月之中期股息(二零一二年：無)。

財務回顧

截至二零一三年三月三十一日止九個月，本集團錄得營業額約27,932,000港元，較去年同期營業額約28,636,000港元減少約2%。截至二零一三年三月三十一日止九個月，本集團錄得本公司擁有人應佔虧損約4,090,000港元，較去年同期增加約2%。

儘管錄得上述虧損，本集團之財務狀況表仍然穩健。截至二零一三年三月三十一日止九個月內，本集團已將約904,000港元(二零一二年：1,160,000港元)有關發展先進閉路電視產品之經營成本資本化。

業務回顧

本集團營運之主要市場對視像監控產品之需求疲弱。由於類比與高清系統之價格相距懸殊，因此轉向高清(「高清」)系統之步伐較為緩慢。由於價格競爭持續激烈，市場普遍均向客戶提供特別折扣。

本公司之公開發售活動已於一月以超額認購圓滿完成。公開發售籌得之款項將有助本公司在此艱困時期維持其研發能力及市場推廣效能。本公司之財務實力仍然穩健，並擁有充裕流動現金。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months and nine months ended 31 March 2013 (2012: Nil).

FINANCIAL REVIEW

For the nine months ended 31 March 2013, the Group recorded a turnover of approximately HK\$27,932,000, representing a decrease of about 2% as compared with a turnover of approximately HK\$28,636,000 of the same period in last year. The Group recorded a loss attributable to the owners of the Company of approximately HK\$4,090,000 for the nine months ended 31 March 2013, representing an increase of approximately 2% when compared with the same period in last year.

Despite the loss aforesaid the Group's statement of financial position remains strong. During the nine months ended 31 March 2013, the Group had capitalised operating costs of approximately HK\$904,000 (2012: HK\$1,160,000) in respect of development of advanced CCTV products.

BUSINESS REVIEW

In major markets that the Group operates, demand of video surveillance products was sluggish. The switch to high definition ("HD") system was slow due to the high price difference between analog and HD systems. Price competition remained severe. Giving special discounts to customers were common in the market place.

Our general offer exercise was completed successfully in January with over-subscriptions. The resources raised in the general offer will enable us to maintain our research and development strength and marketing effort in this difficult time. Our financial strength remains strong with good liquidity.

業務展望

本集團現正加強管理現有銷售渠道夥伴，並在新市場開創潛在渠道。本公司將繼續於展覽及座談會推廣本公司之最新產品。本公司已為愈來愈多之銷售渠道夥伴提供有關新高清視像監控系統之培訓，並作好準備於市場需求轉變時擴展。

本公司將在未來季度推出更多新高清產品。這些新產品將本公司之高清系列解決方案變得豐富多元化，從而提升本公司客戶之吸引力。在全球經濟環境疲弱之情況下，本公司將繼續嚴格控制成本及支出。

董事及主要行政人員於股份及購股權之權益

於二零一三年三月三十一日根據《證券及期貨條例》（「證券及期貨條例」）第352條，或根據《創業板上市規則》第5.46條之規定，董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（見《證券及期貨條例》第十五部之定義）之股份及購股權中擁有之權益如下：

股份好倉

(a) 本公司每股面值0.2港元之普通股

董事姓名
Name of Directors

身份
Capacity

陳作基教授
Prof. Chan Chok Ki
陳祥發博士
Dr. Chan Cheung Fat

由受控制法團持有(附註1)
Held by controlled corporation (Note 1)
由受控制法團持有(附註1)
Held by controlled corporation (Note 1)

持有已發行
普通股數目

Number of
issued
ordinary
shares held

本公司已發行
股本百分比
Percentage of
the issued
share capital
of the
Company

7,864,500

58%

7,819,000

58%

BUSINESS OUTLOOK

The Group is strengthening its effort in managing existing sales channels as well as building up potential channels in new markets. We continue to promote our latest products in exhibitions and seminars. We have trained up more and more of our channel partners on the new HD video surveillance system. We will be in a good position to grow when the market demand turns around.

We will be launching more new HD products in the coming quarters. The new products will strengthen our HD product range and make our comprehensive solution more attractive to customers. Under the weak global economic environment, we continue to maintain a tight control on costs and expenses.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS

At 31 March 2013, the interests of the Directors and chief executives and their associates in the shares and share options of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required pursuant to Section 352 of the SFO, or which are required pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in shares

(a) Ordinary shares of HK\$0.2 each of the Company

持有已發行 普通股數目	本公司已發行 股本百分比
Number of issued ordinary shares held	Percentage of the issued share capital of the Company

7,864,500

58%

7,819,000

58%

董事及主要行政人員於股份及購股權之權益(續)

股份好倉(續)

(b) 購股權

董事姓名 Name of Directors	身份 Capacity	公開發售完成前 Before completion of the open offer		公開發售完成後 After completion of the open offer	
		持有購股權 數目 Number of share options held	相關股份 數目 Number of underlying shares	持有購股權 數目 Number of share options held	相關股份 數目 Number of underlying shares
陳作基教授 Prof. Chan Chok Ki	實益擁有人(附註2及3) Beneficial owner (Note 2 and 3)	132,000	132,000	168,193	168,193
馬志傑博士 Dr. Ma Chi Kit	實益擁有人(附註2及3) Beneficial owner (Note 2 and 3)	125,000	125,000	159,274	159,274
何家豪先生 Mr. Ho Ka Ho	實益擁有人(附註2及3) Beneficial owner (Note 2 and 3)	123,000	123,000	156,725	156,725

(c) 於附屬公司之權益

一位董事姓名 Name of a Director	身份 Capacity
馬志傑博士 Dr. Ma Chi Kit	非控股權益(附註4) Non-controlling interests (Note 4)

附註：

- 於二零一三年三月三十一日，此等佔本公司已發行股本約58%之股份由Etin City Limited 持有。Etin City Limited 由Etin Tech Limited 及城大企業有限公司分別按80%及20%之比例持有。Etin Tech Limited 由陳作基教授、陳祥發博士、馬志傑博士及何家豪先生分別按約44%、32%、14%及10%之比例擁有。由於陳作基教授及陳祥發博士有權於Etin Tech Limited 之股東大會上行使或控制行使30%或以上之投票權，故彼等被視作於所有由Etin City Limited 持有之本公司股份中擁有權益。
- 購股權乃根據本公司採納之購股權計劃向董事授出，有關詳情載於下文「購股權計劃」一節。
- 持有之購股權及相關股份數目乃本公司於二零一三年一月八日公開發售完成後予以調整。
- 馬志傑博士持有TeleEye Europe Limited 已發行股本約5%。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS (CONTINUED)

Long position in shares (Continued)

(b) Share options

	公開發售完成前 Before completion of the open offer		公開發售完成後 After completion of the open offer	
	持有購股權 數目 Number of share options held	相關股份 數目 Number of underlying shares	持有購股權 數目 Number of share options held	相關股份 數目 Number of underlying shares
陳作基教授 Prof. Chan Chok Ki	132,000	132,000	168,193	168,193
馬志傑博士 Dr. Ma Chi Kit	125,000	125,000	159,274	159,274
何家豪先生 Mr. Ho Ka Ho	123,000	123,000	156,725	156,725

(c) Interests in a subsidiary company

持有已發行 普通股數目 Number of issued ordinary shares held	於該附屬公司 已發行股本百分比 Percentage of the issued share capital of the subsidiary company
--	--

5 5%

Notes:

- These shares, representing approximately 58% of the issued share capital of the Company as at 31 March 2013, are held by Etin City Limited, which is owned by Etin Tech Limited and CityU Enterprises Limited in the proportion of 80% and 20% respectively. Etin Tech Limited is owned by Prof. Chan Chok Ki, Dr. Chan Cheung Fat, Dr. Ma Chi Kit and Mr. Ho Ka Ho in the proportion of approximately 44%, 32%, 14% and 10% respectively. As Prof. Chan Chok Ki and Dr. Chan Cheung Fat are entitled to exercise or control the exercise of 30% or more of the voting power in general meetings of Etin Tech Limited, they are deemed to be interested in the entire shares in the Company held by Etin City Limited.
- The share options are granted to the Directors pursuant to the share option scheme adopted by the Company, details of which are set out under the header of "Share Option Scheme" below.
- The numbers of share options held and the underlying shares were adjusted upon completion of the open offer of the Company on 8 January 2013.
- The share representing approximately 5% of the issued share capital of TeleEye Europe Limited held by Dr. Ma Chi Kit.

董事及主要行政人員於股份及購股權之權益(續)

(c) 於附屬公司之權益(續)

除上文所披露者及由一名董事以信託方式為本集團持有之附屬公司代名人股份外，於二零一三年三月三十一日，本公司之董事、主要行政人員或彼等之聯繫人士並無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

購股權計劃

於二零零三年十月二十八日採納之購股權計劃(「二零零三年購股權計劃」)

根據於二零零三年十月二十八日通過之決議案，本公司採納二零零三年購股權計劃，藉以確認及推動僱員對本公司作出貢獻，並向本公司現有僱員給予獎勵，藉以協助挽留他們，以及招聘額外僱員，計劃有效期為十年。董事可酌情向任何僱員授出購股權(包括本集團之執行(「執行」)及非執行(「非執行」)董事、專家、顧問、代理、承辦商、顧客及供應商)以認購本公司股份。購股權可以代價1港元授出，並應於授出日期起計五個營業日內接納。在承授人接納及支付代價時，已授出購股權方可予以行使，其有效期由其各自之歸屬日期起計為期十年。

可授予購股權之最高股份數目，不得超逾本公司於二零零三年十月二十八日之已發行股本之10%。倘在任何十二個月期間直至授出購股權予該承授人日期(包括該日)止，已發行股份及根據二零零三年購股權計劃已授出及將予授出之購股權獲行使時將予發行之股份總數，超逾本公司當時已發行股本之1%，則本公司將不會向該承授人授出購股權。

認購價不得少於下列三者之最高者：(i)本公司股份於授出日期(須為交易日)在每日報價表之收市報價；(ii)本公司股份在緊接授出日期前五個交易日於每日報價表之平均收市報價；或(iii)股份面值。在不損害上文之一般性原則下，本公司董事會可授出以不同價格釐定認購價之購股權。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS (CONTINUED)

(c) Interests in a subsidiary company (Continued)

Save as disclosed above, and other than a nominee share in a subsidiary held by a Director in trust for the Group, at 31 March 2013, none of the Directors, the chief executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

SHARE OPTION SCHEME

Share Option Scheme adopted on 28 October 2003 (the "2003 Option Scheme")

Pursuant to a resolution passed on 28 October 2003, the 2003 Option Scheme was adopted to recognise and motivate the contribution of the employees and to provide incentives and help the Company in retaining its existing employees and recruiting additional employees for a term of ten years. The Directors may at its discretion grant options to any employees, including executive ("Executive") and non-executive ("Non-Executive") Directors, advisers, consultants, agents, contractors, customers and suppliers of the Group to subscribe for shares in the Company. Option may be granted at a consideration of HK\$1 and should be accepted within 5 business days from the date of grant. The option granted is exercisable upon acceptance and payment of consideration by the grantee and have a duration of 10 years from their respective vesting dates.

The maximum number of shares in respect of which options may be granted cannot exceed 10% of the issued share capital of the Company on 28 October 2003. No option shall be granted to a grantee if the total number of shares issued and to be issued upon exercise of options granted and to be granted under the 2003 Option Scheme in any twelve months period up to and including the date of grant to such grantee would exceed 1% of the issued share capital of the Company for the time being in issue.

The subscription price shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the Daily Quotation Sheet on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Daily Quotation Sheets for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share. Without prejudice to the generality of the above, the Board of the Company may grant options in respect of which the subscription price is fixed at different prices.

購股權計劃(續)

下表披露截至二零一三年三月三十一日及二零一二年六月三十日本公司根據二零零三年購股權計劃授出之購股權詳情：

本公司董事	授出日期	公開發售 完成前之 每股行使價 Before completion of the open offer Exercise price per share 港元 HK\$	公開發售 完成後之 每股行使價 After completion of the open offer Exercise price per share 港元 HK\$	於 二零一二年 七月一日 之結餘 Balance at 1 July 2012	於本期間 行使 Exercised during the period	公開發售 之調整 Adjustment of the open offer	於 二零一三年 三月三十一日 之結餘 Balance at 31 March 2013
陳作基教授 Prof. Chan Chok Ki	二零零四年八月四日 4 August 2004	2.9	2.28	45,000	(3,000)	11,516	53,516
	二零一零年六月二十三日 23 June 2010	3.98	3.12	90,000		24,677	114,677
馬志傑博士 Dr. Ma Chi Kit	二零零四年八月四日 4 August 2004	2.9	2.28	36,000	(1,000)	9,597	44,597
	二零一零年六月二十三日 23 June 2010	3.98	3.12	90,000		24,677	114,677
何家豪先生 Mr. Ho Ka Ho	二零零四年八月四日 4 August 2004	2.9	2.28	34,000	(1,000)	9,048	42,048
	二零一零年六月二十三日 23 June 2010	3.98	3.12	90,000		24,677	114,677
本集團僱員 Employees of the Group	二零零四年八月四日 4 August 2004	2.9	2.28	385,000	(5,000)	104,192	484,192
	二零一零年六月二十三日 23 June 2010	3.98	3.12	4,000	—	1,097	5,097
				36,000	—	9,871	45,871
				<u>425,000</u>	<u>(5,000)</u>	<u>115,160</u>	<u>535,160</u>
期末可予行使 Exercisable at end of the period							<u>535,160</u>
加權平均行使價 Weighted average exercise price				<u>HK3.68 港元</u>	<u>HK\$2.9 港元</u>		<u>HK\$2.89 港元</u>

緊接二零零四年八月四日及二零一零年六月二十三日(上述購股權之授出日期)前本公司股份之收市價分別為2.9港元及3.98港元。於二零一三年三月三十一日，根據二零零三年購股權計劃授出購股權涉及之股份數目佔該日本公司已發行股份之3.9%(二零一二年：4.7%)。

截至二零一三年三月三十一日止期間行使之5,000份購股權導致本公司發行5,000股本公司普通股及新股本1,000港元，以及股份溢價13,500港元(未計發行開支)。

緊接涉及5,000股股份之購股權行使日期(即二零一二年十一月二十九日)前之每股收市價為3.3港元。

SHARE OPTION SCHEME (CONTINUED)

The following table discloses movements in the Company's share options under the 2003 Option Scheme as at 31 March 2013 and 30 June 2012:

於 二零一二年 七月一日 之結餘 Balance at 1 July 2012	於本期間 行使 Exercised during the period	公開發售 之調整 Adjustment of the open offer	於 二零一三年 三月三十一日 之結餘 Balance at 31 March 2013
45,000	(3,000)	11,516	53,516
90,000		24,677	114,677
36,000	(1,000)	9,597	44,597
90,000		24,677	114,677
34,000	(1,000)	9,048	42,048
90,000		24,677	114,677
385,000	(5,000)	104,192	484,192
4,000	—	1,097	5,097
36,000	—	9,871	45,871
<u>425,000</u>	<u>(5,000)</u>	<u>115,160</u>	<u>535,160</u>
			<u>535,160</u>
<u>HK3.68 港元</u>	<u>HK\$2.9 港元</u>		<u>HK\$2.89 港元</u>

The closing price of the Company's shares immediately before 4 August 2004 and 23 June 2010 (date of grant of the above options) were HK\$2.9 and HK\$3.98 respectively. At 31 March 2013, the number of shares in respect of which options had been granted under the 2003 Option Scheme represents 3.9% (2012: 4.7%) of the shares of the Company in issue at that date.

The 5,000 share options exercised during the period ended 31 March 2013 resulted in the issue of 5,000 ordinary shares of the Company and new share capital of HK\$1,000 and share premium of HK\$13,500 (before issue expenses).

The closing market prices per share immediately before the date on which the option for 5,000 shares were exercised on 29 November 2012 was HK\$3.3.

購買股份或債券之安排

除上文「購股權計劃」一節所述外，於截至二零一三年三月三十一日止九個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於截至二零一三年三月三十一日止九個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

主要股東

除上文「董事及主要行政人員於股份及購股權之權益」一節所披露之權益外，於二零一三年三月三十一日，按照本公司根據《證券及期貨條例》第336條而存置之主要股東登記冊所披露，並無人士於本公司之已發行股本中擁有任何須予公佈之權益或淡倉。

競爭及利益衝突

董事相信，本公司各董事或管理層股東（見《創業板上市規則》之定義）沒有在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務中擁有任何權益，或任何該等人士與本集團有或可能有之任何其他利益衝突。

買賣或贖回本公司之上市證券

於回顧期間內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

有關董事進行證券交易之行為守則

截至二零一三年三月三十一日止九個月內，本公司已採納一套有關董事進行證券交易之行為守則，條款不比《創業板上市規則》第5.48條至第5.67條所載之規定交易標準寬鬆。在向全體董事作出特別查詢後，全體董事已確認，彼等已遵照規定交易標準及本公司所採納有關董事進行證券交易之行為守則。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the section headed “Share Option Scheme” as described above, at no time during the nine months ended 31 March 2013 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the nine months ended 31 March 2013.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed in the section headed “Directors’ and Chief Executives’ Interests in Shares and Share Options”, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company, as at 31 March 2013.

COMPETITION AND CONFLICT OF INTERESTS

The Directors believe that none of the Directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group or any other conflicts of interests which any such person has or may have with the Group.

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

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company’s listed securities.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 31 March 2013, the Company has adopted a code of conduct regarding securities transactions by directors 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. Having made specific enquiry of all Directors, all Directors confirmed they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company.

審核委員會

審核委員會由四位成員組成，包括三位獨立(「獨立」)非執行董事俞漢度先生、蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。

審核委員會之主要職責為審閱本公司之年報及財務報表、季度報告及半年度報告，並就該等報告向董事會提供建議及意見。審核委員會亦將負責檢討及監察本集團之財務申報及內部監控程序。

審核委員會已審閱本報告之初稿，並已就此提供建議及意見。

薪酬委員會

薪酬委員會由三位成員組成，包括兩位獨立非執行董事蕭允治教授及程伯中教授及一位非執行董事陳祥發博士。

薪酬委員會之主要職責就本公司有關董事及高級管理人員之全體薪酬政策及架構，及就制訂此等薪酬政策設立正規而具透明度之程序，擬定及向董事會提出建議。

提名委員會

提名委員會由三位成員組成，包括兩位獨立非執行董事蕭允治教授及程伯中教授及一位執行董事陳作基教授。

提名委員會之主要職責為甄選及提名出任董事之人選及就提名政策向董事會提出建議。

承董事會命
主席兼行政總裁
陳作基教授

香港，二零一三年五月十日

於本報告日期，執行董事為陳作基教授(本公司之主席)、馬志傑博士及何家豪先生；非執行董事為陳祥發博士；而獨立非執行董事為俞漢度先生、蕭允治教授及程伯中教授。

AUDIT COMMITTEE

The audit committee has four members comprising three independent (“Independent”) Non-Executive Directors, namely, Mr. Yu Hon To, David, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Non-Executive Director, namely, Dr. Chan Cheung Fat.

The primary duties of the audit committee are to review the Company’s annual report and financial statements, quarterly reports and half-yearly report and to provide advice and comments thereon to the Board. The audit committee will also be responsible for reviewing and supervising the financial reporting and internal control procedures of the Group.

The audit committee has reviewed the draft of this report and has provided advice and comments thereon.

REMUNERATION COMMITTEE

The remuneration committee has three members comprising two Independent Non-Executive Directors, namely, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Non-Executive Director, namely, Dr. Chan Cheung Fat.

The primary duties of the remuneration committee are to formulate and make recommendations to the Board on the Company’s policy and structure for all the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedures for developing policy on such remuneration.

NOMINATION COMMITTEE

The nomination committee has three members comprising two Independent Non-Executive Directors, namely, Prof. Siu Wan Chi and Prof. Ching Pak Chung and one Executive Director, namely, Prof. Chan Chok Ki.

The primary duties of the nomination committee are to select and nominate individuals for directorship as well as making recommendations to the Board on nomination policy.

By order of the Board
PROF. CHAN CHOK KI
Chairman and Chief Executive Officer

Hong Kong, 10 May 2013

As at the date hereof, the Executive Directors are Prof. Chan Chok Ki (Chairman of the Company), Dr. Ma Chi Kit and Mr. Ho Ka Ho; the Non-Executive Director is Dr. Chan Cheung Fat; and the Independent Non-Executive Directors are Mr. Yu Hon To, David, Prof. Siu Wan Chi and Prof. Ching Pak Chung.