



SHANGHAI JIAODA WITHUB  
INFORMATION INDUSTRIAL COMPANY LIMITED\*

上海交大慧谷信息產業股份有限公司

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

**(Stock Code: 8205)**

## **FIRST QUARTERLY REPORT 2013**

*\* For identification purposes only*

## **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.**

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*This report, for which the directors (the “Directors”) of SHANGHAI JIAODA WITHUB INFORMATION INDUSTRIAL COMPANY LIMITED (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.*

## **HIGHLIGHTS**

- The Group recorded a turnover of approximately RMB27,563,000 for the three months ended 31st March, 2013, representing an approximately 44% increase as compared with that of the corresponding period in 2012.
- The Group recorded a loss attributable to the owner of the parent of approximately RMB3,628,000 for the three months ended 31st March, 2013. Loss attributable to the owner of the parent for the corresponding period in 2012 was approximately RMB4,501,000.
- The Directors do not recommend the payment of an interim dividend for the three months ended 31st March, 2013.

## FIRST QUARTERLY RESULTS

The board of directors (the “Board” or the “Directors”) of Shanghai Jiaoda Withub Information Industrial Company Limited (the “Company”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 31st March, 2013, together with the unaudited comparative figures for the corresponding period in 2012 are as follows:

### CONDENSED CONSOLIDATED STATEMENT OF INCOME (UNAUDITED)

	Notes	For the three months ended 31st March,	
		2013 RMB'000	2012 RMB'000
Turnover	2	27,563	19,182
Cost of sales		<u>(26,609)</u>	<u>(18,243)</u>
Gross profit		954	939
Other revenue		819	46
Distribution expenses		(2,006)	(1,967)
Research and development expense		(1,038)	(869)
Administrative expenses		(1,893)	(2,211)
Share of results of associates		<u>(464)</u>	<u>(439)</u>
Loss before tax	3	(3,628)	(4,501)
Income tax expense		<u>-</u>	<u>-</u>
Profit (loss) for the period attributable to the owner of the parent		(3,628)	(4,501)
Exchange difference arising on translation of foreign operations and other comprehensive income (loss) for the period		<u>-</u>	<u>-</u>
Comprehensive income (loss) for the period attributable to the owner of the parent		<u>(3,628)</u>	<u>(4,501)</u>
Loss per share (in RMB)			
– Basic and diluted	5	<u>(0.0076)</u>	<u>(0.0094)</u>

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
(UNAUDITED)**

	<b>For the three months ended 31st March,</b>	
	<b>2013</b>	2012
	<b>RMB'000</b>	RMB'000
Loss for the period	<b>(3,628)</b>	(4,501)
Other comprehensive income:		
Exchange difference arising on translation of foreign operations	-	-
Total comprehensive income for the period	<b>(3,628)</b>	(4,501)
Attributable to:		
Owners of the parent	<b>(3,628)</b>	(4,501)
Non-controlling interests	<b>(9)</b>	(6)

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

*For the three months ended 31st March, 2013*

	Share capital	Share premium	Capital reserve	Statutory reserves	Translation reserve	Accumulated losses	Total	Non- controlling interest	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1st January, 2012	48,000	61,068	16,000	223	692	(42,515)	83,468	(6)	83,462
Loss for the period	-	-	-	-	-	(4,501)	(4,501)	-	(4,501)
Other comprehensive income for the period	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(4,501)	(4,501)	-	-
At 31st March, 2012	<u>48,000</u>	<u>61,068</u>	<u>16,000</u>	<u>223</u>	<u>692</u>	<u>(47,016)</u>	<u>78,967</u>	<u>(6)</u>	<u>78,961</u>
At 31st December, 2012 and 1st January, 2013	<b>48,000</b>	<b>61,068</b>	<b>16,000</b>	<b>223</b>	<b>815</b>	<b>(45,448)</b>	<b>80,658</b>	<b>(9)</b>	<b>80,649</b>
Loss for the period	-	-	-	-	-	(3,628)	(3,628)	-	(3,628)
Other comprehensive income for the period	-	-	-	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	-	(3,628)	(3,628)	-	-
At 31st March, 2013	<u>48,000</u>	<u>61,068</u>	<u>16,000</u>	<u>223</u>	<u>815</u>	<u>(49,076)</u>	<u>77,030</u>	<u>(9)</u>	<u>77,021</u>

Notes:

## 1. BASIS OF PRESENTATION

The Group's unaudited condensed consolidated results have been prepared in accordance with the new Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards and interpretations issued by the Hong Kong Institute of Certified Public Accountants. The unaudited condensed consolidated results have been prepared on the historical cost basis. The accounting policies adopted in preparing the unaudited condensed consolidated results for the three months ended 31st March, 2013 are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st December, 2012. The condensed consolidated results are unaudited but have been reviewed by the Company's audit committee.

## 2. TURNOVER

Turnover represents revenue from the development and provision of business application solutions, application software, the installation and maintenance of network and data security products, and the sales and distribution of computers and electrical products and accessories.

An analysis of the Group's revenue for the quarter is as follows:

	<b>For the three months ended 31st March,</b>	
	<b>2013</b>	2012
	<b>RMB'000</b>	RMB'000
Business application solution	<b>8,621</b>	2,980
Application software	<b>216</b>	330
Installation and maintenance of network and data security products	<b>465</b>	-
Sales and distribution of computer and electrical products and accessories	<b>18,261</b>	15,872
	<b><u>27,563</u></b>	<u>19,182</u>

All of the Group's activities are conducted in the PRC. Turnover as disclosed above is net of applicable PRC tax.

### 3. LOSS FROM OPERATIONS

Loss from operations has been arrived after charging:

	For the three months ended 31st March,	
	2013	2012
	RMB'000	RMB'000
Staff costs (including Directors' emoluments) comprises:		
Salaries, wages and other benefits	2,431	3,363
Contributions to retirement benefit scheme	778	862
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	3,209	4,225
Cost of inventories recognised as an expense	<u>26,609</u>	<u>18,243</u>

### 4. TAX EXPENSES

Pursuant to the Enterprise Income Tax Law of the People's Republic of China ("EIT") and its Implementation Regulations, the tax rate of the Company and its subsidiaries was 25% from 1st January, 2008 onwards.

For the three months ended 31st March, 2013, there was no material unprovided deferred tax (2012 : nil).

### 5. LOSS PER SHARE

The calculation of the basic loss per share for the three months ended 31st March, 2013 is based on the unaudited loss attributable to the owner of the parent of approximately RMB3,628,000 (2012 : loss attributable to the owner of the parent of approximately RMB4,501,000) and the weighted average number of shares during the period (three months ended 31st March, 2013 : 480,000,000 shares; three months ended 31st March, 2012 : 480,000,000 shares).

Diluted loss per share is not presented for the three months ended 31st March, 2013 and 2012 as there were no potential ordinary shares in issue during the relevant periods.

### 6. INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the three months ended 31st March, 2013 (2012 : Nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **FINANCIAL REVIEW**

For the three months ended 31st March, 2013, the Group recorded a turnover of approximately RMB27,563,000, representing an increase of approximately RMB8,381,000 or 44% (2012: approximately RMB19,182,000) as compared to corresponding period in 2012. The gross profit slightly increased approximately 2% to approximately RMB954,000 for the quarter (2012: approximately RMB939,000). The Company continued to make loss for the first quarter of 2013 and recorded a loss of approximately RMB3,628,000. The loss has plunged by approximately RMB873,000 as compared with approximately RMB4,501,000 of the three months ended 31st March, 2012.

### **BUSINESS REVIEW AND FUTURE PROSPECTS**

In the sales review, income is mainly generated from the sales and distribution of computer and electrical products and accessories. The sales volume has increased from RMB15,872,000 to RMB18,261,000, representing an increase of RMB2,389,000 or approximately 15%, mainly due to the recovery of economic environment and robust consumer market, leading to the rise in market demand.

Besides, for the sales of business application solutions development, its sales climbed from RMB2,980,000 to RMB8,621,000, representing a surge of 189% over the corresponding period last year.

The sales of application software recorded significant decrease from RMB330,000 of the corresponding period last year to RMB216,000.

For the expenses management and control, administration expenses amounted to RMB1,893,000, represented a decrease of RMB318,000 over the corresponding period last year; and the expenses of marketing and sales amounted to RMB2,006,000, represented an increase of RMB39,000 over the corresponding period last year. The expenses of research and development amounted to RMB1,038,000, representing a substantial growth of RMB169,000 over the corresponding period last year.

In conclusion, the Company will take necessary proactive steps to monitor its financial condition. Meanwhile, it will also maintain its focus on cost control with the attempt to expand to new market areas, including acquiring new clients through the referrals by the existing clients and marketing initiatives by the management, so as to secure higher business volumes.



## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31st March, 2013, the interests and short positions of the Directors, the supervisors of the Company (as if the requirements applicable to the Directors under the Securities and Futures Ordinance (“SFO”) had applied to the supervisors) or chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under 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 listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

<b>Name of Directors</b>	<b>The Company/ name of subsidiary</b>	<b>Capacity and nature</b>	<b>Number and class of securities (Note 1)</b>	<b>Approximate percentage in the issued share capital of the Company/ subsidiary</b>
Wang Yiming	Company	Beneficial owner	9,840,000 domestic shares (L)	2.05%
	Shanghai Huikang Information Technology Company Limited (Note 2)	Beneficial owner	100,000 shares (L)	1.75%

Notes:

1. The letter “L” represents the interests in the shares and underlying shares of the Company or its associated corporations.
2. Shanghai Huikang Information Technology Company Limited is one of the subsidiaries of the Company.

Save as disclosed above, as at 31st March, 2013, none of the Directors, supervisors or chief executives of the Company 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 recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules.

## DIRECTORS', SUPERVISORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

As at 31st March, 2013, there were no rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director, supervisor and chief executives of the Company or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other corporations.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITION IN SHARES AND UNDERLYING SHARES IN THE COMPANY

### A. Substantial shareholders

As at 31st March, 2013, the following shareholders (other than the Directors and the Supervisors (as if the requirements applicable to the Directors under the SFO had applied to the Supervisors)) had an interest or a short position in the Shares and underlying shares in the Company as recorded in the register required to be kept under section 336 of the SFO and were directly or indirectly interested in 10% or more of the Shares:

Name of shareholders	Capacity and nature	Number and class of shares (Note 1)	Approximate percentage of interest
Shanghai Jiao Tong University	Interest of a Controlled corporation (Note 2)	114,000,000 domestic shares (L)	23.75%
Shanghai Jiaoda Industrial Investment Management (Group) Limited	Interest of a Controlled corporation (Note 2)	114,000,000 domestic shares (L)	23.75%
Shanghai Jiaoda Science and Technology Park Limited	Beneficial owner	114,000,000 domestic shares (L)	23.75%
Shanghai Xin Xuhui (Group) Limited	Beneficial owner	60,000,000 domestic shares (L)	12.50%
Xuhui District Industrial Association	Interest of a Controlled corporation (Note 3)	60,000,000 domestic shares (L)	12.50%
Shanghai Huixin Investment Operation Company Limited	Beneficial owner	57,000,000 domestic shares (L)	11.88%
Shanghai Technology Investment Company	Beneficial owner	57,000,000 domestic shares (L)	11.88%

Notes:

1. The letter “L” represents the entity’s interest in the shares of the Company.
2. These 114,000,000 Domestic Shares are registered and owned by Shanghai Jiaoda Science and Technology Park Limited (“Jiaoda S&T Park”). The major shareholder of Jiaoda S&T Park is Shanghai Jiaoda Industrial Investment Management (Group) Limited (“Jiaoda Industrial”) which owns 55.42% of registered capital in Jiaoda S&T Park. Shareholders of Jiaoda Industrial are Shanghai Jiao Tong University (96.735%) and Shanghai Jiaoda Enterprise Management Centre (3.265%), an entity wholly-owned by Shanghai Jiao Tong University. Both Jiaoda Industrial and Shanghai Jiao Tong University are deemed to be interested in the aggregate of 114,000,000 Domestic Shares held by Jiaoda S&T Park under the SFO.
3. These 60,000,000 Domestic Shares are registered and owned by Shanghai Xin Xuhui (Group) Limited, the registered capital of which will be owned as to approximately 74.58% by Xuhui District Industrial Association after the completion of certain capital reorganisation as referred to in the Prospectus. Xuhui District Industrial Association is deemed to be interested in the 60,000,000 Domestic Shares held by Shanghai Xin Xuhui (Group) Limited under the SFO.

**B. Other persons who are required to disclose their interests pursuant to Division 2 and 3 of Part XV of the SFO**

As at 31st March, 2013, save for the persons/entities disclosed in sub-section A above, the following person/entity had an interest or a short position in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

<b>Name of shareholder</b>	<b>Capacity and nature</b>	<b>Number and class of shares</b> <i>(Note)</i>	<b>Approximate percentage of interest</b>
Chen Jianbo	Beneficial owner	24,300,000 domestic shares (L)	5.06%

*Note:* The letter “L” represents the entity’s interest in the shares of the Company.

Save as disclosed above, as at 31st March, 2013, the Directors are not aware of any other person (other than the Directors and chief executive of the Company) who has interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

**COMPETING INTERESTS**

None of the Directors or the management shareholders (as defined under the GEM Listing Rules) of the Company had any interest in a business which competes or may compete with the business of the Group.

## **PRACTICE AND PROCEDURES OF THE BOARD**

Throughout the three months ended 31st March, 2013, the Company was in compliance with the Board Practices and Procedures as set out in Rule 5.34 of the GEM Listing Rules.

## **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY THE DIRECTORS**

The Company had adopted a code of conduct regarding securities transactions by the Directors on terms no less exacting than the Stock Exchange's required standard of dealings.

Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the Stock Exchange's required standard of dealings and its code of conduct regarding securities transactions by the Directors.

## **AUDIT COMMITTEE**

The Company established an audit committee (the "Audit Committee") on 7th July, 2002 with written terms of reference for the purpose of reviewing and supervising the Group's financial reporting and internal control procedures. The Audit Committee comprises three independent non-executive Directors, Mr. Yuan Shumin, Dr. Cao Guo Qi and Dr. Chan Yan Chong. The Audit Committee has reviewed the unaudited results of the Company for the three months ended 31st March, 2013.

## **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the three months ended 31st March, 2013.

By Order of the Board  
**Shanghai Jiaoda Withub Information Industrial Company Limited**  
**Li Zhan**  
*Chairman*

Shanghai, the PRC, 14th May, 2013

As at the date of this report, the directors of the Company are as follow:

**Executive directors** Li Zhan, Mo Zhenxi, Wu Hanyuan, Du Songning,  
Wang Yiming and Qiao Jin

**Independent non-executive directors** Yuan Shumin, Cao Guoqi and Chan Yan Chong

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