



COMBEST HOLDINGS LIMITED

康佰控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8190)



THIRD QUARTERLY REPORT
2012/2013

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

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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 Combest Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 document misleading.

HIGHLIGHTS

The financial highlights of the Company and its subsidiaries (collectively, the "Group") for the nine months ended 31 March 2013 (the "Period") are presented as follows:

	Total	
	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	89,432	89,625
Profit/(Loss) for the period attributable to owners of the Company	13,919	(21,838)
	<i>RMB cents</i>	<i>RMB cents</i>
Earnings/(Loss) per share – basic and diluted	0.43	(0.68)

RESULTS

The Board of Directors (the "Board") wishes to announce the unaudited results of the Group for the Period, together with the unaudited comparative figures for the nine months ended 31 March 2013 ("Corresponding period in 2012") as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	Unaudited			
		Three months ended 31 March		Nine months ended 31 March	
		2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Revenue	3	18,819	19,813	89,432	89,625
Cost of sales		(10,664)	(13,996)	(53,726)	(65,069)
Gross profit		8,155	5,817	35,706	24,556
Other income	3	2	8	33	104
Selling and distribution costs		(2,499)	(11,327)	(6,256)	(20,505)
Administrative expenses		(5,763)	(11,982)	(12,755)	(26,597)
Profit/(Loss) before income tax		(105)	(17,484)	16,728	(22,442)
Income tax (expense)/credit	5	(307)	471	(2,450)	669
Profit/(Loss) for the period		(412)	(17,013)	14,278	(21,773)
Other comprehensive income for the period:					
Exchange difference on translation of financial statements of foreign operations		5	682	(1,084)	1,811
Total comprehensive income for the period		(407)	(16,331)	13,194	(19,962)

	Unaudited			
	Three months ended 31 March		Nine months ended 31 March	
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
<i>Notes</i>				
Profit/(Loss) for the period attributable to:				
Owners of the Company	(612)	(17,103)	13,919	(21,838)
Non-controlling interests	200	90	359	65
	<u>(412)</u>	<u>(17,013)</u>	<u>14,278</u>	<u>(21,773)</u>
Total comprehensive income attributable to:				
Owners of the Company	(607)	(16,421)	12,835	(19,896)
Non-controlling interests	200	90	359	(66)
	<u>(407)</u>	<u>16,331</u>	<u>13,194</u>	<u>(19,962)</u>
Earnings/(Loss) per share for profit/(loss) attributable to owners of the Company during the period				
– Basic and Diluted (<i>RMB cent(s)</i>)	<u>(0.02) cent</u>	<u>(0.53) cent</u>	<u>0.43 cent</u>	<u>(0.68) cent</u>

Notes:

1. General information

Combest Holdings Limited (the "Company") is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 28 August 2001 and its shares are listed on the Growth Enterprise Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "SEHK").

2. Basis of presentation

The unaudited condensed consolidated results incorporate those of the Company and its subsidiaries for the nine months ended 31 March 2013.

The unaudited condensed consolidated results of the Group are prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the GEM of the SEHK (the "GEM Listing Rules").

The principal accounting policies and methods of computation used in the preparation of this set of report are consistent with those used in the annual financial statements for the year ended 30 June 2012.

The Group has adopted a number of new and revised standards, amendments and interpretations which are effective for the Group's accounting periods beginning on or after 1 July 2012. The adoption of these new and revised standards, amendments and interpretations does not have significant impact on the accounting policies of the Group.

All significant inter-company transactions and balances within the Group are eliminated in the preparation of the consolidated financial statements.

The results of the Company are presented in Renminbi ("RMB"), which is different from the functional currency of the Company, Hong Kong dollars ("HK\$"), as the Directors consider that RMB is the most appropriate presentation currency in view of the most of the underlying transactions of the Group are denominated in RMB.

3. Revenue and other income

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold and services rendered, after allowances for return and trade discounts, where applicable.

An analysis of the Group's revenue and other income for the nine months ended 31 March 2013 is as follows:

	Unaudited	
	Nine months ended	
	31 March	
	2013	2012
	RMB'000	<i>RMB'000</i>
Revenue		
Sales of goods	89,432	89,625
Other income		
Interest income	33	26
Sales of scrap materials	–	62
Sundry income	–	16
	33	104

4. Segment information

The executive directors have identified the Group's two product lines as reportable segments:

- (a) Functional healthcare bedroom products include mattresses, magnetic chairs, pillows, blankets, other bedroom accessories and a range of functional healthcare clothes and accessories; and
- (b) OEM consumer electronic components include RS connectors, transmitters for consumer electronic products.

An analysis of the Group's revenue and results by principal activities, in respect of the Group's operations for the nine months ended 31 March 2013 is as follows:

	Unaudited					
	Functional healthcare bedroom products		OEM consumer electronic components		Total	
	For the nine months ended 31 March					
	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000	2013 RMB'000	2012 RMB'000
Revenue						
– From external customers						
Reportable segment revenue	77,508	78,629	11,924	10,996	89,432	89,625
Reportable segment profit/(loss)	17,931	(14,934)	2,281	464	20,212	(14,470)
Depreciation	778	1,515	–	1,199	778	2,714
Amortisation of intangible assets	5,898	5,898	–	–	5,898	5,898
Write-off of fixed assets of closed customer service centers	–	7,081	–	–	–	7,081

4. Segment information (Continued)

The total represented for the Group's segments results reconcile to the Group's key financial figures as presented in the financial statements as follows:

	Unaudited	
	For the nine months ended	
	31 March	
	2013	2012
	RMB'000	RMB'000
Reportable segment revenue	89,432	89,625
Reportable segment profit/(loss)	20,212	(14,470)
Unallocated expenses	(3,484)	(7,972)
Profit/(Loss) before income tax	16,728	(22,442)

5. Income tax expense/(credit)

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

An analysis of the Group's income tax expense/(credit) for the nine months ended 31 March 2013 is as follows:

	Unaudited	
	For the nine months ended	
	31 March	
	2013	2012
	RMB'000	RMB'000
Current tax		
PRC income tax	3,924	805
Deferred tax	(1,474)	(1,474)
	2,450	(669)

6. Interim dividends

The Board did not recommend the payment of an interim dividend for the nine months ended 31 March 2013 and 2012.

7. Earnings/(Loss) per share

Basic

The calculation of basic earnings/(loss) per share is based on the loss attributable to owners of the Company for the three months ended 31 March 2013 of approximately RMB612,000 and profit attributable to owners of the Company for the nine months ended 31 March 2013 of approximately RMB13,919,000 respectively (Corresponding period in 2012: approximately loss of RMB17,103,000 and RMB21,838,000 respectively) and the weighted average of the 3,201,500,000 ordinary shares in issue during the three months and nine months ended 31 March 2013 (Corresponding period in 2012: the weighted average of 3,201,500,000 ordinary shares).

Diluted

No diluted earnings/(loss) per share were presented for the three months and nine months ended 31 March 2013 and 2012, as the Company had no dilutive potential ordinary shares outstanding at the end of the reporting periods.

8. Share capital and reserves

For the nine months ended 31 March 2013

	Unaudited							
	Equity attributable to owners of the Company							
	Share capital	Share premium	Statutory reserves	Exchange fluctuation reserve	Accumulated losses	Total	Non-controlling interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 July 2012	30,860	419,537	8,268	3,149	(213,268)	248,546	2,658	251,204
Profit for the period	-	-	-	-	13,919	13,919	359	14,278
Other comprehensive income								
Exchange difference on translation of financial statements of foreign operation	-	-	-	(1,084)	-	(1,084)	-	(1,084)
Total comprehensive income for the period	-	-	-	(1,084)	13,919	12,835	359	13,194
Transfer to statutory reserves	-	-	2,141	-	(2,141)	-	-	-
Balance at 31 March 2013	<u>30,860</u>	<u>419,537</u>	<u>10,409</u>	<u>2,065</u>	<u>(201,490)</u>	<u>261,381</u>	<u>3,017</u>	<u>264,398</u>
Balance at 1 July 2011	30,860	419,537	8,268	2,728	(184,004)	277,389	1,958	279,347
Loss for the period	-	-	-	-	(21,838)	(21,838)	65	(21,773)
Other comprehensive income								
Exchange difference on translation of financial statements of foreign operation	-	-	-	1,942	-	1,942	(131)	1,811
Total comprehensive income for the period	-	-	-	1,942	(21,838)	(19,896)	(66)	(19,962)
Transfer to statutory reserves	-	-	913	-	(913)	-	-	-
Balance at 31 March 2012	<u>30,860</u>	<u>419,537</u>	<u>9,181</u>	<u>4,670</u>	<u>(206,755)</u>	<u>257,493</u>	<u>1,892</u>	<u>259,385</u>

FINANCIAL REVIEW

For the nine months ended 31 March 2013, the Group's revenue was approximately RMB89,432,000 which represented a decrease of approximately 0.2% compared to the previous corresponding period.

The Group's profit margin increased to approximately 40% for the nine months ended 31 March 2013 as compared to approximately 27.4% for the previous corresponding period. The increase is due to, amongst other things, the success of cost saving programme and the new products launched.

Profit/(Loss) attributable to owners of the Company

The unaudited profit attributable to owners of the Company for the nine months ended 31 March 2013 amounting to RMB13,919,000, as compared to the loss of RMB21,838,000 for the previous corresponding period. The increase is due to, amongst other things, decrease of the burden of renovation expenses and rental costs after the shut down of the approximately 40 Customer Service Centre ("CSC").

BUSINESS REVIEW

We are currently principally engaged in two business segments, namely (i) manufacturing and trading of functional healthcare bedroom and household products, and (ii) manufacturing and trading of OEM consumer electronic products and components. As at the date of this report, the Group restructures the Customer Service Centres ("CSC") programme. We have shutdown approximately 40 self-managed CSCs in various cities in China that could not effectively benefit the Group. After the restructuring, the Group kept approximately 10 self-managed CSCs that could enhance the Combest brand awareness in the marketplace and support franchisees in growing their business volume. Ongoing training and product education of our independent franchisees and our CSC staff are also carried out there.

BUSINESS OUTLOOK

Despite the difficult business environment encountered in the last financial year due to the continuing slowdown of the domestic economy, the Board still has reasonable confidence in the medium to long term booming consumer health-care market in China. Reason being aging population, continues awareness of healthy lifestyle and never ending high medical cost in future.

To strengthening our presence in the PRC market, we will continue to expand our franchise stores in order to increase our overall market share in this unique magnetic healthcare products market. It has always been one of the focuses of the Company to enhance the Combest brand image.

For further expansion, given the uniqueness of our magnetic healthcare products, the Board intends to expand into overseas markets, especially into other ASEAN countries, Middle-East and eastern Europe by way of franchising and agency model. In the long run, the Board hopes to achieve a well balance of business volume between China and overseas segment.

Apart from expanding markets, we will also continue to commit our resources and efforts in product innovation and magnetic healthcare treatment technology. This is to ensure us to stay at market leader and there will always be a steady stream of supply of competitive and attractive products to be launched every year to the markets.

The Board believes that with the right products, right sales channels, committed franchisees and diversified markets both domestic and overseas, the Group is well positioned to regain its momentum to achieve new height in the near term.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 31 March 2013, none of the Directors or their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which would have required to be notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the required standards of dealings by Directors of the Company.

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

A. Substantial shareholders

So far as is known to the Directors, as at 31 March 2013, the persons, other than a director or chief executive of the Company, who had an interest or 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 and who were, directly or indirectly, interested in 10% or more of the shares were as follows:

Name	Number and class of securities	Capacity	Approximate percentage to the issued share capital of the Company
Dream Star International Limited ("Dream Star") (Note 1)	474,285,714 ordinary shares	Beneficial owner	14.81%
Famous Kindway Limited ("Famous Kindway") (Note 1)	299,980,000 ordinary shares	Beneficial owner	9.37%
Kiyuhon Limited ("Kiyuhon") (Note 1)	103,630,000 ordinary shares	Beneficial owner	3.24%
	774,265,714 ordinary shares	Interest of controlled corporation	24.18%
Mr. Wang Linjia ("Mr. Wang") (Note 1)	877,895,714 ordinary shares	Interest of controlled corporation	27.42%
Shing Lee Holding Limited ("Shing Lee") (Note 2)	650,000,000 ordinary shares	Beneficial owner	20.30%
Diamond Highway Limited ("Diamond Highway") (Note 2)	39,714,286 ordinary shares	Beneficial owner	1.24%
Mr. Zeng Pei Hui ("Mr. Zeng") (Note 2)	689,714,286 ordinary shares	Interest of controlled corporation	21.54%

Notes:

1. The 474,285,714, 299,980,000 and 103,630,000 shares are registered in the name of Dream Star, Famous Kindway and Kiyuhon which are wholly owned by Mr. Wang. Accordingly, Mr. Wang is deemed to be interested in all the shares in which Dream Star, Famous Kindway and Kiyuhon are interested pursuant to the SFO.
2. The 650,000,000 and 39,714,286 shares are registered in the name of Shing Lee Holding Limited ("Shing Lee") and Diamond Highway Limited (the "Diamond Highway") respectively. Shing Lee and Diamond Highway are wholly owned by Mr. Zeng. Accordingly, Mr. Zeng is deemed to be interested in all the shares in which each of Shing Lee and Diamond Highway is interested pursuant to the SFO.

B. Other persons whose interests are recorded in the register required to be kept under Section 336 of the SFO

As at 31 March 2013, the Company has not been notified of any other person (other than a director or the chief executive of the Company) having an interest or short position in the shares or the underlying shares of Company representing 5% or more of the issued share capital of the Company save as below:

Name	Number and class of securities <i>(Note 1)</i>	Capacity	Approximately percentage to the issued share capital of the Company
Cytech Investment Limited ("Cytech Investment") <i>(Note 3)</i>	164,500,000 ordinary shares	Beneficial owner	5.14%
Benep Management Limited ("Benep") <i>(Note 3)</i>	164,500,000 ordinary shares	Interest of controlled corporation	5.14%
Chinasing <i>(Note 3)</i>	164,500,000 ordinary shares	Interest of controlled corporation	5.14%

Name	Number and class of securities (Note 1)	Capacity	Approximately percentage to the issued share capital of the Company
Pioneer Idea Finance Limited ("Pioneer") (Note 4)	164,500,000 ordinary shares	Interest of controlled corporation	5.14%
Mr. Huang Quan ("Mr. Huang") (Note 4)	164,500,000 ordinary shares	Interest of controlled corporation	5.14%
Treasure Focus Enterprises Limited ("Treasure") (Note 5)	218,000,000 ordinary shares	Beneficial owner	6.81%
Mr. Wang Weijun ("Mr. Wang WJ") (Note 5)	218,000,000 ordinary shares	Interest of controlled corporation	6.81%
Mr. Li Jiahui	243,360,000 ordinary shares	Beneficial owner	7.60%
Brow Crown International Limited ("Brow Crown") (Note 2)	194,000,000 ordinary shares	Beneficial owner	6.06%
Mr. Qian Shiyu ("Mr. Qian") (Note 2)	196,000,000 ordinary shares	Interest of controlled corporation	6.12%

Notes:

1. It represents the interests in the shares or the underlying shares of the Company.
2. The 194,000,000 shares are registered in the name of Brow Crown, which is wholly owned by Mr. Qian. Accordingly, Mr. Qian is deemed to be interested in all the shares in which Brow Crown is interested pursuant to the SFO.
3. The 164,500,000 shares are registered in the name of Cytech Investment. Cytech Investment is a wholly-owned subsidiary of Benep, which is in turn a wholly-owned subsidiary of Chinasing, a company whose shares are listed on the Main Board of the Singapore Exchange Securities Trading Limited. Accordingly, each of Chinasing and Benep is deemed to be interested in all the shares in which Cytech Investment is interested pursuant to the SFO.
4. The issued share capital of Chinasing is owned as to approximately 57.77% by Pioneer. The issued share capitals of Pioneer are wholly-owned by Mr. Huang. Accordingly, each of Pioneer and Mr. Huang is deemed to be interested in all the shares in which Chinasing is interested pursuant to the SFO.
5. The 218,000,000 shares are registered in the name of Treasure, which is wholly owned by Mr. Wang WJ. Accordingly, Mr. Wang WJ is deemed to be interested in all the shares in which Treasure is interested pursuant to the SFO.

BOARD PRACTICES AND PROCEDURES

The Company has complied with Board Practices and Procedures as set out in Rule 5.34 of the GEM Listing Rules for the nine months ended 31 March 2013.

CORPORATE GOVERNANCE

For the nine months ended 31 March 2013, the Company complied with the provisions set out in Appendix 15 of the Code on Corporate Governance Practice of the Rules Governing the Listing of Securities on the GEM ("GEM Listing Rules") of the Stock Exchange, save as the following deviation.

Chairman and Chief Executive Officer

The Company has not yet adopted A.2.1. Under the code provision A.2.1 of the CG Code, the roles of Chairman and CEO should be separated and would not be performed by the same individual. The division of responsibilities between the Chairman and CEO should be clearly established and set out in writing.

The Company does not presently have any officer with the title CEO. At present, Mr. Yong Kee Poh, being the Chairman and Chief Executive Director of the Company, is responsible for the strategic planning, formulation of overall corporate development policy and running the business of the Group as well as the duties of Chairman. The Board considers that, due to the nature and extent of the Group's operations, Mr. Yong is the most appropriate chief executive because he is experienced in management as well as mergers and acquisitions and other key corporate matters and will be able to help the sustainable development of the Group. Notwithstanding the above, the Board will review the current structure from time to time. When at the appropriate time and if candidate with suitable leadership, knowledge, skills and experience can be identified within or outside the Group, the Company may make the necessary amendments.

Code Provision A.6.7

This code provision stipulated that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders. All independent non-executive directors and other non-executive directors of the Company was present from the last annual general meeting and extraordinary general meeting of the Company held on 13 November 2012.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a Code of Conduct for Securities Transactions by directors of the Company ("Code of Conduct") on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry, all the directors have confirmed that they have complied with such Code of Conduct regarding securities transaction by the directors throughout the nine months ended 31 March 2013.

Specific employees who are likely to be possession of unpublished price-sensitive information of the Group are also subject to compliance with the same Code of Conduct. No incident of non-compliance was noted by the Company for the nine months ended 31 March 2013.

COMPETING BUSINESS

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

PURCHASE, SALE OR REDEMPTION OF SECURITIES

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

The share option scheme of the Company ("Post-IPO Scheme") was approved and adopted on 24 January 2002. The principal purpose of the Post-IPO Scheme is to enable the Company to grant options to selected persons as incentives and rewards for their contribution to the Group. The Post IPO Scheme is expired. No option has been granted or agreed to be granted under the Post-IPO Scheme.

AUDIT COMMITTEE

As required by Rules 5.28 of the GEM Listing Rules, the Company has established an audit committee which comprises four members, three independent non-executive directors, Mr. Chan Ngai Sang, Kenny, Mr. Nguyen Van Tu Peter and Mr. Liu Wei Zhong and one non-executive Director, Mr. Chan Kin Sang. Mr. Chan Ngai Sang, Kenny was appointed as the Chairman of the audit committee. The audit committee meets with the Group's senior management and external auditors to review the effectiveness of the internal control systems. This report has been reviewed and approved by the audit committee of the Company which was of the opinion that the preparation of such results complied with applicable accounting standards and the requirements and that adequate disclosures have been made.

By order of the Board
Combest Holdings Limited
Yong Kee Poh
Chairman

Hong Kong, 13 May 2013

As at the date of this report, the Board is composed of Mr. Yong Kee Poh and Mr. Lee Man To as the executive directors of the Company, Mr. Chan Kin Sang as non-executive Director, and Mr. Chan Ngai Sang, Kenny, Mr. Nguyen Van Tu Peter, and Mr. Liu Wei Zhong as independent non-executive directors.