

PROSTEN

PROSTEN TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

長達科技控股有限公司*

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 8026

* For identification purpose only 僅供識別

Interim Report 2013
中期業績報告



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “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 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 trade 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 Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of Prosten Technology Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (the “GEM Listing Rules”) 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.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資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之投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

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

本報告乃遵照聯交所《創業板證券上市規則》(「創業板上市規則」)之規定而提供有關長達科技控股有限公司(「本公司」)之資料，本公司董事(「董事」)願就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所知及所信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺騙成分；及本報告並無遺漏任何事項，致使本報告內任何聲明或本報告產生誤導。

HIGHLIGHTS

摘要

- Revenue of the Group for the six months ended 30 September 2013 amounted to about HK\$16.5 million, representing a 52.8% decrease as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the six months ended 30 September 2013 was about HK\$8.4 million, decreased by about HK\$10.1 million compared with the same period of last year.
- Loss attributable to equity holders of the Company for the six months ended 30 September 2013 amounted to about HK\$18.0 million, which represented an increase in loss of about HK\$7.2 million compared with the same period of 2012.
- The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2013.
- 本集團截至二零一三年九月三十日止六個月之收益為約16,500,000港元，較上一個財政年度同期減少52.8%。
- 本集團截至二零一三年九月三十日止六個月之毛利為約8,400,000港元，較去年同期減少約10,100,000港元。
- 截至二零一三年九月三十日止六個月，本公司權益持有人應佔虧損為約18,000,000港元，較二零一二年同期虧損增加約7,200,000港元。
- 董事會不建議就截至二零一三年九月三十日止六個月派發任何中期股息。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

Six months and three months ended 30 September 2013

截至二零一三年九月三十日止六個月及三個月

The board of Directors (the "Board") of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the six months and three months ended 30 September 2013 together with the unaudited comparative figures for the corresponding periods in 2012 as follows:

本公司董事會(「董事會」)欣然宣佈，本公司及其附屬公司(「本集團」)截至二零一三年九月三十日止六個月及三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：

		Notes 附註	Six months ended 30 September 截至九月三十日止六個月		Three months ended 30 September 截至九月三十日止三個月	
			2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue	收益	3	16,532	35,051	7,020	13,282
Cost of sales	銷售成本		(8,099)	(16,484)	(3,607)	(7,992)
Gross profit	毛利		8,433	18,567	3,413	5,290
Other income and gains	其他收入及收益		435	822	186	213
Selling expenses	銷售開支		(6,582)	(6,639)	(3,298)	(4,756)
Administrative expenses	行政開支		(18,363)	(20,283)	(9,447)	(7,957)
Other expenses	其他開支		(1,844)	(3,237)	(921)	(1,828)
Finance costs	財務費用		(121)	(74)	(40)	(54)
Loss before tax	除稅前虧損	4	(18,042)	(10,844)	(10,107)	(9,092)
Income tax credit/ (expense)	所得稅抵免/ (開支)	5	—	26	—	(109)
Loss for the period attributable to equity holders of the Company	本公司權益 持有人應佔 期內虧損		(18,042)	(10,818)	(10,107)	(9,201)
Other comprehensive income	其他全面收益					
Exchange differences on translation of foreign operations	換算海外業務之 匯兌差額		625	—	110	—
Total comprehensive expense for the period	期內全面開支 總額		(17,417)	(10,818)	(9,997)	(9,201)
Loss per share attributable to equity holders of the Company	本公司權益 持有人應佔 每股虧損	6				
Basic	基本		HK(2.4) cents 港仙	HK(1.4) cents 港仙	HK(1.3) cents 港仙	HK(1.2) cents 港仙
Diluted	攤薄		N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

30 September 2013

二零一三年九月三十日

		30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	7 3,256	3,907
Investment property	投資物業	4,693	4,490
Deposits	訂金	1,067	—
Available-for-sale investments	可供出售投資	837	831
Goodwill	商譽	—	—
Deferred tax assets	遞延稅項資產	1,416	1,396
Total non-current assets	非流動資產總額	<u>11,269</u>	<u>10,624</u>
CURRENT ASSETS	流動資產		
Trade receivables	應收賬款	8 12,440	13,431
Prepayments, deposits and other receivables	預付款項、訂金及其他應收款項	9,360	10,866
Due from a Director	應收董事之款項	107	655
Pledged deposits	已抵押存款	9 12,924	12,740
Cash and cash equivalents	現金及現金等值物	9 24,739	39,050
Total current assets	流動資產總額	<u>59,570</u>	<u>76,742</u>
CURRENT LIABILITIES	流動負債		
Trade payables	應付賬款	10 12,538	12,634
Other payables and accruals	其他應付款項及應計款項	9,811	9,443
Due to a Director	應付董事之款項	439	—
Short-term bank borrowing, pledged	已抵押短期銀行借貸	11,400	11,400
Tax payable	應付稅項	3,973	3,915
Total current liabilities	流動負債總額	<u>38,161</u>	<u>37,392</u>
NET CURRENT ASSETS	流動資產淨值	<u>21,409</u>	<u>39,350</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總額減流動負債	<u>32,678</u>	<u>49,974</u>
NON-CURRENT LIABILITY	非流動負債		
Deferred tax liability	遞延稅務負債	507	499
NET ASSETS	資產淨值	<u>32,171</u>	<u>49,475</u>
EQUITY	權益		
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益		
Issued capital	已發行股本	11 75,635	75,635
Reserves	儲備	(43,464)	(26,160)
TOTAL EQUITY	權益總額	<u>32,171</u>	<u>49,475</u>

CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY

簡明綜合權益變動表

Six months ended 30 September 2013

截至二零一三年九月三十日止六個月

		Attributable to equity holders of the Company							
		本公司權益持有人應佔							
		Share premium account	Statutory reserve fund	Foreign currency translation reserve	Share option reserve	Accumulated losses	Reserves sub-total	Total equity	
		溢價賬	法定儲備基金	外幣匯兌儲備	購股權儲備	累計虧損	儲備小計	權益總計	
		股本	股本	股本	股本	股本	股本	股本	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	
				(note a)	(note b)				
				(附註 a)	(附註 b)				
At 1 April 2013 (audited)	於二零一三年四月一日(經審核)	75,635	372,468	3,349	14,319	7,793	(424,089)	(26,160)	49,475
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	—	(18,042)	(18,042)	(18,042)
Other comprehensive income for the period:	期內其他全面收益:								
Exchange differences on translation of foreign operations (unaudited)	換算海外業務產生之匯兌差額(未經審核)	—	—	—	625	—	—	625	625
Total comprehensive income/ (expense) for the period (unaudited)	期內全面收益/(開支)總額(未經審核)	—	—	—	625	—	(18,042)	(17,417)	(17,417)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排(未經審核)	—	—	—	—	113	—	113	113
Transfer of share option reserve on the forfeited share options (unaudited)	購股權被沒收時轉撥購股權儲備(未經審核)	—	—	—	—	(20)	20	—	—
At 30 September 2013 (unaudited)	於二零一三年九月三十日(未經審核)	<u>75,635</u>	<u>372,468</u>	<u>3,349</u>	<u>14,944</u>	<u>7,886</u>	<u>(442,111)</u>	<u>(43,464)</u>	<u>32,171</u>
At 1 April 2012 (audited)	於二零一二年四月一日(經審核)	75,635	372,468	3,349	13,612	7,757	(395,056)	2,130	77,765
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	—	(10,818)	(10,818)	(10,818)
Total comprehensive expense for the period (unaudited)	期內全面開支總額(未經審核)	—	—	—	—	—	(10,818)	(10,818)	(10,818)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排(未經審核)	—	—	—	—	161	—	161	161
Transfer of share option reserve on the forfeited share options (unaudited)	購股權被沒收時轉撥購股權儲備(未經審核)	—	—	—	—	(237)	237	—	—
At 30 September 2012 (unaudited)	於二零一二年九月三十日(未經審核)	<u>75,635</u>	<u>372,468</u>	<u>3,349</u>	<u>13,612</u>	<u>7,681</u>	<u>(405,637)</u>	<u>(8,527)</u>	<u>67,108</u>

Notes:

(a) Statutory reserve fund

Pursuant to the relevant laws and regulations for business enterprises in the People's Republic of China (the "PRC"), a portion of the profits of the entities which are registered in the PRC has been transferred to the statutory reserve fund which is restricted as to use. When the balance of such reserve fund reaches 50% of the capital of that entity, any further appropriation is optional. The statutory reserve fund can be utilised, upon approval of the relevant authority, to offset prior year's losses or to increase capital. However, the balance of the statutory reserve fund must be maintained at least 25% of capital after such usage.

(b) Foreign currency translation reserve

Foreign currency translation reserve represents exchange differences relating to the translation of the net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. Hong Kong dollars) which are recognised directly in other comprehensive income and accumulated in the foreign currency translation reserve. Such exchange differences accumulated in the foreign currency translation reserve are reclassified to profit or loss on the disposal of the foreign operations.

附註：

(a) 法定儲備基金

根據中華人民共和國(「中國」)的相關企業法律及條例，於中國註冊之實體之部分溢利已轉撥至有限定用途之法定儲備基金。當該等儲備基金結餘達該實體資本之50%時，可選擇是否作出進一步劃撥。法定儲備基金僅在獲得相關部門批准後方可動用，以抵銷上一年度之虧損或增資。然而，運用法定儲備基金後之結餘須至少維持在資本之25%。

(b) 外幣匯兌儲備

外幣匯兌儲備指有關本集團海外業務之資產淨值由其功能貨幣換算為本集團之呈列貨幣(即港元)產生之匯兌差額，直接於其他全面收益中確認及於外幣匯兌儲備中累計。該等於外幣匯兌儲備累計之匯兌差額於出售海外業務時重新分類至損益賬內。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

Six months ended 30 September 2013

截至二零一三年九月三十日止六個月

		Six months ended 30 September	
		截至九月三十日止六個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash flows used in operating activities	經營業務所用之現金流量淨額	(14,861)	(14,160)
Net cash flows generated from/ (used in) investing activities	投資業務所產生/ (所用)之現金流量淨額	168	(178)
Net cash flows used in financing activities	融資業務所用之現金流量淨額	—	(1,009)
Net decrease in cash and cash equivalents	現金及現金等值物減少淨額	(14,693)	(15,347)
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	39,050	67,135
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	382	—
Cash and cash equivalents at end of period	期終之現金及現金等值物	24,739	51,788
Analysis of cash and cash equivalents	現金及現金等值物分析		
Cash and bank balances	現金及銀行結餘	22,196	49,322
Non-pledged time deposits with original maturity of less than three months when acquired	於取得時原於三個月內到期之無抵押定期存款	2,543	2,466
Cash and cash equivalents as stated in the consolidated statement of financial position and condensed consolidated statement of cash flows	於綜合財務狀況表及簡明綜合現金流量表呈列之現金及現金等值物	24,739	51,788

Notes:

1. Basis of Preparation

The Group's unaudited consolidated results have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") (which include all individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, accounting principles generally accepted in Hong Kong and the disclosure requirements of the GEM Listing Rules. They have been prepared under the historical cost convention, except for the investment property which has been measured at fair value. These unaudited consolidated results are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2013, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review with changes in significant accounting policies as set out below.

Consolidation

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has the rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. All material intra-group transactions, unrealised gains and losses and balances have been eliminated on consolidation.

The adoption of these new or revised HKFRSs had no significant financial effect on the financial results for the current periods. There is no other significant change in accounting policies and no prior period adjustment is required.

附註：

1. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會頒佈之香港財務申報準則（「香港財務申報準則」）（包括所有個別香港財務申報準則、香港會計準則（「香港會計準則」）及詮釋）、香港普遍採納之會計原則，以及創業板上市規則之披露規定而編製。此等未經審核綜合業績乃根據歷史成本慣例編製，惟投資物業以公平價值列賬。除另有指明外，此等未經審核綜合業績以港元呈列，所有金額均調整至最接近千位數。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零一三年三月三十一日止年度之全年綜合財務報表所採納者貫徹一致，惟本集團採納多項於回顧期內新生效的新訂或經修訂香港財務申報準則致使重大會計政策變更如下。

綜合賬目

附屬公司乃本集團對其有控制權的實體（包括結構性實體）。若本集團具有承擔或享有參與有關實體所得之可變回報的風險或權利，並能透過其在該實體的權力影響該等回報，即本集團對該實體具有控制權。附屬公司由控制權轉至本集團之日起全面綜合計算，控制權終止之日停止綜合計算。集團內所有公司之間的重要交易、未變現收益及虧損以及結餘已於綜合賬目時對銷。

採納此等新訂或經修訂香港財務申報準則對本期間之財務業績並無構成重大財務影響。會計政策並無其他重大轉變及毋須對過往期間作出調整。

The Group has not early applied the new or revised HKFRSs which are relevant to the Group that have been issued but are not yet effective in the preparation of these unaudited consolidated results. The Group is in the process of making an assessment of the impact of these new or revised HKFRSs upon initial application. Except that the application of HKFRS 9 *Financial Instruments* (and its subsequent amendments) might affect the classification, measurement and presentation of the Group's financial assets and financial liabilities, so far the Group is not yet in a position to state whether these new or revised HKFRSs would have any significant impact on its results of operations and financial position. The Group expects to apply these new or revised HKFRSs when they first become effective.

The unaudited consolidated results have been reviewed by the audit committee of the Company ("Audit Committee").

2. Operating Segment Information

The Group has only one single operating segment as the Group is principally engaged in wireless value-added services and related business which is the basis to allocate resources and assess performance. No geographical information is presented as the Group's customers and operations are located in Mainland China.

Information about major customers

During the six months ended 30 September 2013, revenues of approximately HK\$5,289,000 (2012: HK\$13,618,000) and approximately HK\$4,147,000 (2012: HK\$9,490,000) were derived from services rendered to two customers. During the three months ended 30 September 2013, revenues of approximately HK\$2,380,000 (2012: HK\$4,425,000) and approximately HK\$1,328,000 (2012: HK\$3,870,000) were derived from services rendered to two customers. No other single customer contributed 10% or more to the Group's revenue for both the six months and three months ended 30 September 2013 and 2012.

在編製此等未經審核綜合業績時，本集團並無提早應用與本集團相關的已經頒佈但尚未生效的新訂或經修訂香港財務申報準則。本集團現正評估首次採用此等新訂或經修訂香港財務申報準則時的影響。除應用香港財務申報準則第9號金融工具(及其後的修訂)可能影響本集團財務資產及財務負債的分類、計量及呈列外，截至目前為止，本集團仍未能確定該等新訂或經修訂香港財務申報準則是否會對其營運業績及財務狀況構成任何重大影響。本集團預期將於該等新訂或經修訂香港財務申報準則首次生效時應用該等準則。

未經審核綜合業績已由本公司之審核委員會(「審核委員會」)審閱。

2. 經營分部資料

由於本集團主要從事無線增值服務及相關業務並以此作為資源分配及表現評估之基礎，因此本集團僅有單一經營分部。由於本集團之客戶及業務均位於中國內地，因此並無呈列地區資料。

有關主要客戶之資料

於截至二零一三年九月三十日止六個月期間，約5,289,000港元(二零一二年：13,618,000港元)及約4,147,000港元(二零一二年：9,490,000港元)之收益乃源自向兩位客戶提供之服務。於截至二零一三年九月三十日止三個月期間，約2,380,000港元(二零一二年：4,425,000港元)及約1,328,000港元(二零一二年：3,870,000港元)之收益乃源自向兩位客戶提供之服務。概無任何單一客戶於本集團截至二零一三年及二零一二年九月三十日止六個月及三個月之收益中佔10%或以上之比重。

3. Revenue

Revenue, which is also the Group's turnover, represents the net invoiced value of services rendered during the periods.

4. Loss Before Tax

The Group's loss before tax is arrived at after charging/crediting:

3. 收益

收益即本集團之營業額，指期內所提供服務之發票淨值。

4. 除稅前虧損

本集團之除稅前虧損經扣除／(計入)下列各項後達致：

	Six months ended 30 September		Three months ended 30 September	
	2013	2012	2013	2012
	二零一三年	二零一二年	二零一三年	二零一二年
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Depreciation	785	698	467	394
Minimum lease payments under operating leases in respect of:				
Land and buildings	1,168	980	577	588
Motor vehicles	—	111	—	68
Employee benefits expense	12,858	14,679	6,463	7,031
Investment income	(218)	(211)	(110)	(106)

5. Income Tax (Credit)/Expense

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the six months and three months ended 30 September 2013 (2012: nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

5. 所得稅(抵免)/開支

由於本集團於截至二零一三年九月三十日止六個月及三個月內並無錄得任何於香港產生之應課稅溢利(二零一二年:無),故期內並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

Six months ended 30 September		Three months ended 30 September			
截至九月三十日止六個月		截至九月三十日止三個月			
2013	2012	2013	2012		
二零一三年	二零一二年	二零一三年	二零一二年		
HK\$'000	HK\$'000	HK\$'000	HK\$'000		
千港元	千港元	千港元	千港元		
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)		
(未經審核)	(未經審核)	(未經審核)	(未經審核)		
Deferred and income tax (credited)/ charged for the period	期內遞延稅項及所得稅(抵免)/支出	—	(26)	—	109

6. Loss Per Share Attributable to Equity Holders of the Company

The calculations of basic loss per share amounts for the six months and three months ended 30 September 2013 are based on the unaudited loss for the periods attributable to equity holders of the Company of about HK\$18,042,000 (six months ended 30 September 2012: HK\$10,818,000) and about HK\$10,107,000 (three months ended 30 September 2012: HK\$9,201,000) respectively, and the numbers of ordinary shares of 756,355,000 in issue for both the six months and three months ended 30 September 2013 (both six months and three months ended 30 September 2012: 756,355,000).

Diluted loss per share for the periods has not been disclosed as no dilutive potential equity shares in existence at end of each of the reporting periods.

6. 本公司權益持有人應佔每股虧損

於截至二零一三年九月三十日止六個月及三個月,每股基本虧損乃根據未經審核之本公司權益持有人應佔期內虧損分別為約18,042,000港元(截至二零一二年九月三十日止六個月:10,818,000港元)及約10,107,000港元(截至二零一二年九月三十日止三個月:9,201,000港元),以及截至二零一三年九月三十日止六個月及三個月期間已發行普通股數756,355,000股(截至二零一二年九月三十日止六個月及三個月:756,355,000股)計算。

由於在各報告期末並無潛在攤薄權益股份,故並無披露期內每股攤薄虧損。

7. Property, Plant and Equipment

The movements of property, plant and equipment of the Group were as follows:

Net book value, at beginning of period/year	賬面淨值，期初／年初	3,907	4,043
Additions for the period/year	期／年內添置	102	1,335
Depreciation for the period/year	期／年內折舊	(785)	(1,504)
Exchange realignment for the period/year	期／年內匯兌調整	32	33
Net book value, at end of period/year	賬面淨值，期終／年終	3,256	3,907

8. Trade Receivables

Trade receivables	應收賬款	13,682	14,655
Impairment allowances	減值撥備	(1,242)	(1,224)
		12,440	13,431

The Group's trade receivables, which generally have credit terms of one month to three months (31 March 2013: one month to three months) pursuant to the provisions of the relevant contracts, are recognised based on services rendered and carried at the original invoice amount, and an estimate of impairment of trade receivables is made and deducted when collection of the full amount is no longer probable. There is a significant concentration of credit risk as about 43% (31 March 2013: 28%) of the balance represented a receivable from one customer with the largest trade receivable at end of reporting period. Trade receivables are unsecured and non-interest-bearing.

7. 物業、廠房及設備

本集團之物業、廠房及設備變動如下：

30 September 2013	31 March 2013
二零一三年九月三十日	二零一三年三月三十一日
HKS'000	HKS'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

Net book value, at beginning of period/year	賬面淨值，期初／年初	3,907	4,043
Additions for the period/year	期／年內添置	102	1,335
Depreciation for the period/year	期／年內折舊	(785)	(1,504)
Exchange realignment for the period/year	期／年內匯兌調整	32	33
Net book value, at end of period/year	賬面淨值，期終／年終	3,256	3,907

8. 應收賬款

30 September 2013	31 March 2013
二零一三年九月三十日	二零一三年三月三十一日
HKS'000	HKS'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)

Trade receivables	應收賬款	13,682	14,655
Impairment allowances	減值撥備	(1,242)	(1,224)
		12,440	13,431

根據有關合約之規定，本集團之應收賬款一般均有一個月至三個月（二零一三年三月三十一日：一個月至三個月）之信貸期。應收賬款基於已提供之服務予以確認及並按原始發票金額列賬，並在不可能收回其全部金額時作出應收賬款減值估計，並予以扣除。本集團存在重大集中信貸風險，原因為約43%（二零一三年三月三十一日：28%）之結餘為於報告期終時最大應收客戶之款項。應收賬款為無抵押及不計息。

An aged analysis of the trade receivables, net of impairment allowances, that are not considered to be impaired, based on the due date, is as follows:

Neither past due nor impaired	並無逾期或減值
Less than or equals 3 months past due	已逾期不足或等於三個月
4 to 6 months past due	已逾期四至六個月
7 to 12 months past due	已逾期七至十二個月
Past due for more than 1 year	已逾期超過一年

Receivables that were neither past due nor impaired relate to several customers for whom there was no recent history of default.

Receivables that were past due but not impaired relate to a number of independent customers that have a good repayment record with the Group. Based on past experience, the Directors are of the opinion that no impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are still considered fully recoverable. The Group does not hold any collateral or other credit enhancements over these balances.

不被視為已減值之應收賬款(扣除減值撥備)根據到期日之賬齡分析如下:

30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
4,735	5,404
3,879	4,539
2,355	2,020
650	927
821	541
12,440	13,431

並無逾期或減值之應收款項與數名客戶有關，彼等目前並無不良信貸記錄。

已逾期但未減值的應收賬款乃與本集團有良好還款記錄的若干獨立客戶有關。根據以往經驗，董事認為，由於該等結餘之信貸質素並無重大變動，且仍視為可全數收回，故毋須對該等結餘作減值撥備。本集團並無就該等結餘持有任何抵押品或作出其他信貸改善措施。

9. Cash and Cash Equivalents and Pledged Deposits

Cash and bank balances	現金及銀行結餘	22,196	36,543
Time deposits	定期存款	15,467	15,247
		37,663	51,790
Less: Pledged time deposits for banking facilities	減：就銀行信貸抵押之定期存款	(12,924)	(12,740)
Cash and cash equivalents	現金及現金等值物	24,739	39,050

10. Trade Payables

An aged analysis of the trade payables as at end of the reporting period based on the month of services rendered, is as follows:

Within 3 months	三個月內	1,881	3,945
4 to 6 months	四至六個月	2,813	5,057
7 to 12 months	七至十二個月	4,120	165
Over 1 year	超過一年	3,724	3,467
		12,538	12,634

9. 現金及現金等值物及已抵押存款

30 September 2013	31 March 2013
二零一三年九月三十日	二零一三年三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
22,196	36,543
15,467	15,247
37,663	51,790
(12,924)	(12,740)
24,739	39,050

10. 應付賬款

根據提供服務的月份於報告期末之應付賬款賬齡分析如下：

30 September 2013	31 March 2013
二零一三年九月三十日	二零一三年三月三十一日
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Audited)
(未經審核)	(經審核)
1,881	3,945
2,813	5,057
4,120	165
3,724	3,467
12,538	12,634

11. Share Capital

11. 股本

		30 September 2013 二零一三年九月三十日		31 March 2013 二零一三年三月三十一日	
		Number of shares 股份數目		Number of shares 股份數目	
		HK\$'000 千港元 (Unaudited) (未經審核)		HK\$'000 千港元 (Audited) (經審核)	
Authorised:	法定：				
Ordinary shares of HK\$0.10 (31 March 2013: HK\$0.10) each	每股面值0.10港元之 普通股 (二零一三年 三月三十一日： 0.10港元)	<u>2,500,000,000</u>	<u>250,000</u>	<u>2,500,000,000</u>	<u>250,000</u>
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.10 (31 March 2013: HK\$0.10) each	每股面值0.10港元之 普通股 (二零一三年 三月三十一日： 0.10港元)				
At beginning of period/year and at end of period/year	於期初／年初及於 期終／年終	<u>756,355,000</u>	<u>75,635</u>	<u>756,355,000</u>	<u>75,635</u>

12. Commitments

12. 承擔

(a) Operating lease arrangements

The Group leases certain of its office properties and motor vehicles under operating lease arrangements. Leases for properties are negotiated for terms ranging from one to three years (31 March 2013: one to three years). Leases for motor vehicles are negotiated for terms one year as at 31 March 2013 and such leases were expired during the period under review.

(a) 經營租賃安排

本集團根據經營租賃安排租賃其若干辦公室物業及汽車。物業之租賃經磋商後有關租賃期為一至三年(二零一三年三月三十一日：一至三年)不等。汽車之租賃經磋商租賃期於二零一三年三月三十一日為一年，該租賃已於回顧期間內到期。

At end of reporting period, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

於報告期末，本集團根據不可撤銷經營租賃須於以下期間支付之未來最低租賃付款總額如下：

	30 September 2013 二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2013 二零一三年 三月三十一日 HK\$'000 千港元 (Audited) (經審核)
Land and buildings: Within one year In the second to fifth years, inclusive	土地及樓宇： 一年內 第二至第五年 (包括首尾兩年) 3,576 2,060 5,636	1,987 294 2,281
Motor vehicles: Within one year	汽車： 一年內 — 5,636	 15 2,296

(b) Capital commitments

The Group has no significant capital commitment at the end of the reporting period (31 March 2013: nil).

(b) 資本承擔

本集團於報告期末並無任何重大資本承擔(二零一三年三月三十一日：無)。

13. Fair Value and Fair Value Hierarchy

The carrying amounts of the Group's financial assets (including cash and cash equivalents, pledged deposits, trade receivables, deposits and other receivables, due from a Director) and financial liabilities (including trade payable, other payables and accruals, interest bearing bank borrowing, due to a Director) approximate their fair values due to the short term maturities of these instruments, unless otherwise stated.

13. 公平價值及公平價值等級架構

除非另有列明，否則本集團之金融資產(包括現金及現金等值物、已抵押存款、應收賬款、訂金及其他應收款項、應收董事之款項)及金融負債(包括應付賬款、其他應付款項及應計款項、計息銀行借款及應付董事款項)由於在短期內到期，故該等工具之賬面值與其公平價值相若。

Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments:

Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: fair values measured based on valuation techniques for which any of the inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs).

The Company did not have any financial assets and liabilities measured at fair value as at 30 September 2013.

During the six months and three months ended 30 September 2013, there were no transfers of fair value measurements between Level 1 and Level 2 (2012: nil) and no transfers into or out of Level 3 (2012: nil).

公平價值等級架構

本集團使用以下等級架構釐定及披露金融工具之公平價值：

第一層：按相同資產或負債於活躍市場之報價(未經調整)計算之公平價值。

第二層：按估值技巧計算之公平價值，而該等估值技巧之所有輸入值對已入賬公平價值具有重大影響，並可直接或間接觀察。

第三層：按估值技巧計算之公平價值，而該等估值技巧之任何輸入已入賬公平價值具有重大影響，且並非依據可觀察市場數據得出不可觀察輸入值。

於二零一三年九月三十日，本公司並無任何按公平價值計算之金融資產及負債。

截至二零一三年九月三十日止六個月及三個月內，第一層與第二層之間並沒有轉移公平價值之計量(二零一二年：無)，亦沒有轉入或轉出第三層(二零一二年：無)。

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the six months ended 30 September 2013 (2012: nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Result

This financial year proves to be a very challenging year for the Group. The overall landscape of the wireless value-added services market in PRC is still under the direction of the key telecommunication operators and the business environment remain extremely difficult.

As previously reported, we are extending our wireless value-added services locally to other reputable telecommunication operators and we have commenced our cooperation with China Telecom Corporation Limited ("China Telecom"). Further, leveraging on our ample experience in the wireless value-added services market in the PRC, we have successfully secured two digital contents and mobile entertainment solution contracts with one of the largest telecommunication operators in Malaysia in this quarter. Our services are expected to gradually roll-out in Malaysia during the remaining period of this financial year.

中期股息

董事會不建議就截至二零一三年九月三十日止六個月派發任何中期股息(二零一二年：無)。

管理層討論及分析

財務回顧

業績

本財政年度對本集團而言實屬艱巨的一年。中國無線增值服務市場的整體情況仍由主要電信運營商所控制，而營商環境仍然非常嚴峻。

如先前所報告，我們正將無線增值服務由本地延伸至其他具信譽的電信運營商，並已與中國電信股份有限公司(「中國電信」)開展合作。此外，憑藉我們在中國之無線增值服務之豐富經驗，我們於本季度成功取得馬來西亞最大型電信運營商之一的兩項數碼內容及移動娛樂解決方案合約。有關服務預期將於本財政年度餘下期間陸續推出。

During the six months ended 30 September 2013, revenue of the Group amounted to about HK\$16.5 million, representing a decrease of about 52.8% as compared to that of about HK\$35.1 million for the six months ended 30 September 2012. The decrease in revenue was mainly due to the decrease in the revenue from the wireless music search (“WMS”) services from China Mobile Limited (“China Mobile”). As reported in announcements and financial reports of the Group in the past, China Mobile revised the pricing model of WMS services with the Group in the first quarter of last year. Under the new operational support services agreement (the “July 2012 Agreement”) entered into with China Mobile in July 2012, which covered the period from July 2011 to July 2012, the Group charged China Mobile based on a fixed operational support services fee (subject to adjustment). This charging model remains the same across the period thereafter to date of this report. The income arising from the July 2012 Agreement (and its subsequent renewal) recognised in the first half of 2012/13 according to HKFRS was higher than that recognised in the first half of 2013/14.

Also, the income from the business partners for WMS services decreased as a result of the keen competitions and changes in consumers’ preferences. As it is part of the Group’s decision to gradually move away from services that did not have attractive financial and strategic return such as mobile reading, revenue therefrom decreased during the period under review.

As a result of decrease in revenue, the Group’s cost of sales for the period under review decreased to about HK\$8.1 million, representing a decrease of about 50.9% compared to that of about HK\$16.5 million for the corresponding period in 2012/13. The decrease in cost of sales was in line with the decrease in revenue.

於截至二零一三年九月三十日止六個月，本集團之收益約為16,500,000港元，較截至二零一二年九月三十日止六個月約35,100,000港元下跌約52.8%。收益下跌主要是由於中國移動有限公司（「中國移動」）之無線音樂搜尋服務（「無線音樂搜尋服務」）之收益下跌所致。如本集團過往之公佈及財務報告所報告，中國移動已於去年第一季修訂本集團無線音樂搜尋服務之定價模式。根據本公司與中國移動於二零一二年七月簽訂的新營運支援服務協議（「二零一二年七月協議」），服務年期涵蓋二零一一年七月至二零一二年七月期間，本集團將向中國移動收取固定營運支援服務費用（可予以調整）。該收費模式於其後直至本報告日期止期間內維持不變。按照香港財務申報準則於二零一二／一三年上半年所確認二零一二年七月協議及其後之續期協議產生之收入較於二零一三／一四年上半年所確認者為高。

此外，競爭激烈及消費者喜好轉變亦令到來自無線音樂搜尋服務的業務夥伴收入減少。由於本集團決定逐步移除財務及策略回報欠吸引力之服務如移動閱讀，因此於回顧期內由此產生的收益有所下降。

由於收益下降，本集團於回顧期內的銷售成本減少至約8,100,000港元，較二零一二／一三年同期約16,500,000港元減少約50.9%。銷售成本減少與收益減少一致。

Other income and gains mainly represented interest income. The decrease of other income and gains from about HK\$0.8 million in the six months ended 30 September 2012 to about HK\$0.4 million in the six months ended 30 September 2013 was mainly due to decrease in interest income.

Selling expenses during the period under review in this year amounted to about HK\$6.6 million. There was no significant change with that of about HK\$6.6 million for the six months ended 30 September 2012.

Administrative expenses decreased from about HK\$20.3 million for the six months ended 30 September 2012 to about HK\$18.4 million for the six months ended 30 September 2013, representing a decrease of about 9.5%. Such decrease was attributable to the continual effort exercised by the Group to monitor costs incurred for administrative activities.

Other expenses decreased from about HK\$3.2 million for the six months ended 30 September 2012 to about HK\$1.8 million for the six months ended 30 September 2013, representing a decrease of about HK\$1.4 million. The decrease is mainly due to the decrease in non-operating staff costs during the period under review.

As a combination effect of the above, the loss attributable to equity holders of the Company for the first half of this year amounted to about HK\$18.0 million, as compared to that of about HK\$10.8 million for the same period last year.

其他收入及收益主要來自利息收入。其他收入及收益由截至二零一二年九月三十日止六個月約800,000港元減少至截至二零一三年九月三十日止六個月約400,000港元，主要乃由於利息收入減少所致。

本年度回顧期間之銷售開支約為6,600,000港元，與截至二零一二年九月三十日止六個月約6,600,000港元比較並無重大變動。

行政開支由截至二零一二年九月三十日止六個月約20,300,000港元減少至截至二零一三年九月三十日止六個月約18,400,000港元，跌幅約為9.5%。有關減少主要由於本集團持續努力控制行政活動所產生的成本所致。

其他開支由截至二零一二年九月三十日止六個月約3,200,000港元減少至截至二零一三年九月三十日止六個月約1,800,000港元，減少約1,400,000港元。減少主要由於在回顧期間之非經營員工成本減少所致。

基於上述各項原因，於本年度上半年本公司權益持有人應佔虧損約為18,000,000港元，而去年同期則約為10,800,000港元。

Financial Position

As at 30 September 2013, the total equity of the Group amounted to about HK\$32.2 million (31 March 2013: HK\$49.5 million) and the Group's net current assets amount to about HK\$21.4 million (31 March 2013: HK\$39.4 million). The current ratio, which is calculated by dividing current assets to current liabilities as at 30 September 2013 was about 1.6 (31 March 2013: 2.1). The decrease in the total equity, net current assets and current ratio was mainly due to the resources taken up to finance the Group which is operating at a loss during the period under review.

Liquidity, Financial Resources and Gearing Ratio

The Group adopts a prudent cash and financial management policy. In order to achieve better-cost control and minimize the cost of funds, the Group's treasury activities are centralized and cash is generally placed in deposits with banks and denominated mostly in Renminbi and Hong Kong dollars.

During the six month ended 30 September 2013, the Group has financed its operations by revenue generated from its operations. As at 30 September 2013, cash and bank balances (including pledged bank deposits) amounted to about HK\$37.7 million, representing a decrease of about HK\$14.1 million from that as at 31 March 2013 of about HK\$51.8 million. The decrease in cash and bank balances was mainly due to cash used for financing the operations of the Group.

財政狀況

於二零一三年九月三十日，本集團之權益總額約為32,200,000港元（二零一三年三月三十一日：49,500,000港元），而本集團之流動資產淨值約為21,400,000港元（二零一三年三月三十一日：39,400,000港元）。於二零一三年九月三十日之流動比率（以流動資產除以流動負債計算）為約1.6（二零一三年三月三十一日：2.1）。權益總額、流動資產淨值及流動比率減少的主要原因是，在回顧期間內取用資源以撥付本集團營運（於回顧期內錄得虧損）。

流動資金、財政資源及資產與負債比率

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般會以存款方式存放於銀行，並且大部分以人民幣及港元為計算單位。

於截至二零一三年九月三十日止六個月，本集團以其經營活動所產生之收益為其營運提供資金。於二零一三年九月三十日，現金及銀行結餘（包括已抵押銀行存款）約為37,700,000港元，較二零一三年三月三十日約51,800,000港元減少約14,100,000港元。現金及銀行結餘減少主要是由於現金用於撥付本集團之營運。

The outstanding bank borrowing as at 30 September 2013 was about HK\$11.4 million (31 March 2013: HK\$11.4 million), which is denominated in Hong Kong dollars and repayable within one year. The bank loan is secured by a bank deposit of about HK\$12.7 million (31 March 2013: HK\$12.5 million). As at 30 September 2013, the gearing ratio of the Group (total bank borrowings over total equity) was about 35.4% (31 March 2013: 23.0%). There was no seasonality as to the Group's borrowing requirements and no other committed borrowing facilities. As at 30 September 2013, there was no significant change as to the interest rate structure of the Group's borrowing as compared to that as of 31 March 2013.

Foreign Currency Exchange Exposure and Treasury Policies

As most of the Group's trading transactions, monetary assets and liabilities are denominated in Renminbi and Hong Kong dollars, the impact of foreign exchange exposure to the Group was minimal and there was no significant adverse effect on normal operations. As at 30 September 2013, no related hedges were made by the Group (31 March 2013: nil).

Contingent Liabilities

As at 30 September 2013, the Group had no material contingent liabilities (31 March 2013: nil).

Capital Structure

The shares of the Company were listed on GEM on 28 March 2000. There was no change of the Company's capital structure during the six-month period under review.

於二零一三年九月三十日，尚未償還的銀行借貸約為11,400,000港元(二零一三年三月三十一日：11,400,000港元)，該款項以港元計值及須於一年內償還。該筆銀行貸款以銀行存款約12,700,000港元(二零一三年三月三十一日：12,500,000港元)作為抵押。於二零一三年九月三十日，本集團的資產與負債比率(以銀行借貸總額除以權益總額)約為35.4%(二零一三年三月三十一日：23.0%)。本集團之借貸要求並無季節性因素，且本集團亦無其他已承諾借貸融資。於二零一三年九月三十日，本集團借貸之利率結構與二零一三年三月三十一日之利率結構相比並無重大變動。

外匯風險及庫務政策

本集團大部分買賣交易、貨幣資產及負債乃以人民幣及港元為計算單位，因此外幣匯兌風險對本集團並無構成重大影響，對正常業務亦無重大不利影響。於二零一三年九月三十日，本集團並無進行相關對沖(二零一三年三月三十一日：無)。

或然負債

於二零一三年九月三十日，本集團並無重大或然負債(二零一三年三月三十一日：無)。

資本架構

本公司股份於二零零零年三月二十八日在創業板上市。本公司的資本架構於六個月的回顧期內概無任何變動。

Employees and Remuneration Policy

As at 30 September 2013, the Group had a total of 103 employees (31 March 2013: 112) and total staff cost for the six months ended 30 September 2013 was approximately HK\$12.9 million (six months ended 30 September 2012: HK\$14.7 million). The Group's remuneration policy is basically determined by the performance of individual employees and Directors and the market condition. In addition to salaries and discretionary bonuses, employee benefits included medical schemes, pension contributions, share option schemes and staff training.

Business Review and Outlook

In the second quarter, while the Group continued to develop new strategies and diversified its mobile entertainment services, it also proactively explores the cooperation opportunities locally with China Telecom and other reputable telecommunication operators abroad. The cooperation with the China Telecom in the provision of music services has been rolled-out to the market. The discussions regarding the mode of cooperation as well as the official launch time in overseas markets are still underway. Of which, the Group entered into mobile entertainment services contracts with one of the largest telecommunication operators in Malaysia and the services are expected to roll out during the remaining period of this financial year.

As affected by the unfavourable impacts of the telecommunication operators' policies, revenue from WMS services continued to fall. The number of the end users of WMS experienced a steady growth and there showed an upward trend in terms of users' loyalty and their activeness. However, the users base has not been large enough to generate any additional revenues. In this quarter, revenue from the cooperation with China Telecom in the provision of WMS was insignificant and could not make up the loss resulting from the decrease of revenues in WMS services through China Mobile network. We are aiming to re-deploy our marketing resources with China Telecom in the future so as to increase the scale of income and users.

僱員及薪酬政策

於二零一三年九月三十日，本集團之僱員總數為103人（二零一三年三月三十一日：112人），而截至二零一三年九月三十日止六個月之員本成本總額為約12,900,000港元（截至二零一二年九月三十日止六個月：14,700,000港元）。本集團之薪酬政策一般根據個別僱員及董事之表現及市況釐定。除薪金及酌情獎金外，僱員福利包括醫療計劃，退休金供款、購股權計劃及員工培訓。

業務回顧及展望

本集團在第二季度持續發展新戰略，多元化提供移動娛樂服務，積極於本地開拓與中國電信的合作機會，以及於海外與其他知名電信運營商拓展合作市場。與中國電信合作提供的音樂服務已陸續推入市場。而海外市場還在協商合作模式及確定正式的推出時間。其中，本集團與馬來西亞最大型電信運營商之一訂立移動娛樂服務合約，有關服務預期於本財政年度餘下期間陸續推出。

受到電信運營商負面政策影響，無線音樂搜索業務收入持續下滑；無線音樂用戶端使用者數量穩定增長，使用者的忠誠度和活性都顯示較好趨勢，但用戶規模還不足以產生附加收益；與中國電信合作提供的無線音樂搜索業務於本季度產生的收入不多，未能彌補透過中國移動網絡之無線音樂搜索業務收入下滑的損失。本集團於未來的目標是和中國電信重新調配行銷資源，拉升收入與用戶數量。

Looking forward, under the impacts of the above policies, the management expects that the business of the Group for the second half will prolong its negative trend as experienced in the first half. Amid challenging operating environment of the mobile value-added service industry, telecommunication operations will continue to strengthen the management of their value-added business partners, introduce more restrictive and unfavourable policies that affect the revenue from music business.

To cope with these challenges, in the third quarter of 2013, the Group will continue its effort to actively look for new business opportunities in other mobile entertainment areas and to deploy its financial and human resources diligently to meet such demand, step up its efforts in strengthening the cooperation with more domestic and international telecommunication operators which specialise in mobile internet services, and increase the number of users in and the scale of revenues from both end user applications and telecommunication music services.

The Group will keep on accelerating the development of diversified businesses and focusing on supporting its new businesses. As to our core music business, the Group will further strengthen the cooperation with a number of telecommunication operators locally and abroad, expand the portfolio of the operational support projects and enhance the cooperation and cohesion among existing operational support projects within its service scope.

展望未來，受到上述政策影響，管理層預期下半年度本集團業務將持續上半年所面對的不利趨勢。無線增值業務行業經營環境持續困難，電信運營商將繼續加強對增值業務合作夥伴的管理，推出更多限制性負面政策，影響音樂業務的收益。

為應付此等挑戰，本集團在二零一三年第三季度將繼續努力積極於其他移動娛樂範疇上物色新商機及致力部署財政及人力資源，以滿足有關需求，加強拓展與更多國內及國際電信運營商基於移動互聯網服務的深度合作，加強提升音樂用戶端服務及電信音樂業務使用者規模及收入規模。

本集團將繼續加速多元化業務開發，重點扶持發展新業務；在核心音樂業務方面，進一步加強與國內外多家電信運營商的合作，增加運營支撐項目種類以及在現有運營支撐專案服務範圍內提升合作緊密度。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2013, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were 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 provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Exchange, were as follows:

Long positions in the ordinary shares of the Company

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一三年九月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

於本公司普通股之好倉

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital
				Note (3) 佔本公司 已發行股本 百分比 附註(3)
Mr. Yip Heon Keung 葉向強先生	(1)	Interest of a controlled corporation 一間受控制公司之權益	181,682,918	24.02%
Mr. Yip Heon Ping 葉向平先生	(2)	Object of a discretionary family trust and through a controlled corporation 全權家族信託之 託管對象及透過 一間受控制公司	181,682,918	24.02%

Notes:

- (1) These shares are held by Greenford Company (PTC) Limited ("Greenford") and Bakersfield Global (PTC) Corporation ("Bakersfield") as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central Group (PTC) Limited ("Ace Central") as the trustee of The New Millennium Trust, a discretionary family trust and Mr. Yip Heon Keung is the sole director and sole shareholder of Ace Central. By virtue of the SFO, Mr. Yip Heon Keung is deemed to be interested in 181,682,918 shares of the Company held by Ace Central.
- (2) By virtue of the SFO, Mr. Yip Heon Ping, being one of the discretionary objects of The New Millennium Trust for the time being, is deemed to be interested in 181,682,918 shares of the Company. Among these shares, 122,597,702 shares were held by Greenford as beneficial owner. The entire issued share capital in Greenford is held by Mr. Yip Heon Ping.
- (3) Based on 756,355,000 shares of the Company in issue as at 30 September 2013.

SHARE OPTION SCHEMES

The Company adopts and administers a share option scheme which is currently in force and effect for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Company's original share option scheme was approved by the shareholders of the Company ("Shareholders") on 7 March 2000 (the "2000 Scheme"), and was terminated and replaced by a share option scheme approved by the Shareholders on 9 April 2002 (the "2002 Scheme"). The 2002 Scheme was terminated and replaced by a new share option scheme approved by the Shareholders on 5 August 2011 (the "New Scheme"). The options granted under the 2000 Scheme, which were not exercised, terminated or expired previously, became expired on 21 August 2011.

附註：

- (1) 該等股份由 Greenford Company (PTC) Limited (「Greenford」) 及 Bakersfield Global (PTC) Corporation (「Bakersfield」) 分別以 The Greenford Unit Trust 及 The Bakersfield Unit Trust 之受託人身份持有，該等信託之所有單位均由 Ace Central Group (PTC) Limited (「Ace Central」) 以 The New Millennium Trust (一項全權家族信託) 之受託人身份持有，而葉向強先生為 Ace Central 之唯一董事及唯一股東。根據證券及期貨條例，葉向強先生被視為於 Ace Central 持有本公司 181,682,918 股股份中擁有權益。
- (2) 根據證券及期貨條例，作為 The New Millennium Trust 當時其中一名全權託管對象，葉向平先生被視為於本公司 181,682,918 股股份中擁有權益。於該等股份中，122,597,702 股股份由 Greenford 以實益擁有人身份持有。Greenford 全部已發行股本由葉向平先生持有。
- (3) 根據於二零一三年九月三十日已發行之 756,355,000 股本公司股份計算。

購股權計劃

本公司採納及管理一項目前有效及具效力之購股權計劃，旨在鼓勵及獎勵對本集團之成功經營作出貢獻之合資格參與者。本公司股東(「股東」)於二零零零年三月七日批准之本公司原有購股權計劃(「二零零零年計劃」)已終止，並被股東於二零零二年四月九日批准之一項購股權計劃(「二零零二年計劃」)取代。二零零二年計劃已終止及被股東於二零一一年八月五日批准之一項新購股權計劃(「新計劃」)取代。根據二零零零年計劃授出但於過往未獲行使、終止或屆滿之購股權已於二零一一年八月二十一日屆滿。

A summary of the share option schemes is set out below:

(a) 2002 Scheme

The 2002 Scheme became effective for a period of 10 years commencing on 23 April 2002. Eligible participants of the 2002 Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the 2002 Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company. The exercise period of the options granted is determinable by the Directors, and commences after a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof. The 2002 Scheme was terminated and replaced by the New Scheme with effect from 5 August 2011. The options granted under the 2002 Scheme remain exercisable within their respective exercise periods.

(b) New Scheme

At the annual general meeting of the Company held on 5 August 2011 (the "2011 AGM"), an ordinary resolution was passed by the Shareholders to approve and adopt the New Scheme in place of the 2002 Scheme.

購股權計劃之概要載列如下：

(a) 二零零二年計劃

二零零二年計劃自二零零二年四月二十三日開始生效，為期10年。二零零二年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零零二年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以認購本公司之普通股。所授購股權之行使期限由董事釐定，並於若干歸屬期後開始，及在任何情況下最遲須於授出購股權之各相關日期起計10年屆滿，惟須受提前終止之條文所規限。二零零二年計劃已於二零一一年八月五日終止及以新計劃取代。根據二零零二年計劃授出之購股權於其各自行使期內仍可行使。

(b) 新計劃

在本公司於二零一一年八月五日舉行之股東週年大會（「二零一一年股東週年大會」）上，股東通過一項普通決議案，批准及採納新計劃以取代二零零二年計劃。

The New Scheme became effective for a period of 10 years commencing on 10 August 2011. Eligible participants of the New Scheme include all Directors and employees of the Group, suppliers, customers, consultants who provided services to the Group, shareholders of the subsidiaries of the Group and joint venture partners. Under the New Scheme, the Directors may, at their sole discretion, grant to any eligible participants options to subscribe for ordinary shares of the Company at the highest of (i) the closing price of shares of the Company on GEM as stated in the Exchange's daily quotation sheet on the date of the offer of grant; (ii) the average closing price of the shares of the Company on GEM as stated in the Exchange's daily quotation sheets for the five trading days immediately preceding the date of the offer of grant; and (iii) the nominal value of the Company's share. The offer of a grant of options may be accepted within 21 days from the date of the offer. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option. The exercise period of the options granted is determinable by the Directors, which commences after the date of offer with a certain vesting period and ends in any event not later than 10 years from the respective date when the share options are granted, subject to the provisions for early termination thereof.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under the New Scheme is an amount equivalent to 10% of the shares of the Company in issue as at the date of the 2011 AGM.

The maximum number of shares to be allotted and issued upon the exercise of all outstanding options granted and yet to be exercised under the New Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the relevant class of shares of the Company in issue from time to time.

新計劃自二零一一年八月十日開始生效，為期10年。新計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據新計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列本公司股份的收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格(以最高者為準)認購本公司之普通股。接納授出購股權要約之期限為要約日期起計21日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，並於要約日期後開始，並有若干歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計10年屆滿，惟須受提前終止之條文所規限。

於行使根據新計劃將授出之所有購股權時可配發及發行之股份總數，其數目相等於截至二零一一年股東週年大會舉行日期之本公司已發行股份之10%。

於行使根據新計劃及本集團之任何其他購股權計劃所授出及仍未行使之所有尚未獲行使之購股權時將予配發及發行之股份最高數目，合共不得超過不時已發行之本公司有關類別股份之30%。

The number of shares in respect of which options may be granted to any individual in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Shareholders. Options granted to substantial shareholders or independent non-executive Directors in excess of 0.1% of the Company's share capital and with an aggregate value in excess of HK\$5 million must be approved in advance by the Shareholders. The New Scheme does not provide for any minimum period for holding of options or any performance target before exercise of options.

於任何12個月期間可授予任何個人之購股權所涉之股份數目，在未獲股東事先批准前，不得超逾本公司於任何時間已發行股份之1%。授予主要股東或獨立非執行董事之購股權倘超逾本公司已發行股本之0.1%及總價值逾5,000,000港元，必需事先獲股東批准。新計劃並無規定任何持有購股權之最短期限或行使購股權前之表現目標。

Options to subscribe for shares of the Company under the 2002 Scheme

Details of the outstanding share options during the six-month period are as follows:

根據二零零二年計劃認購本公司股份之購股權

在六個月期間內尚未行使購股權之詳情如下：

Name or category of participant 參與者 名稱或類別	Number of share options** 購股權數目**				At 30 September 2013 於二零一三年九月三十日	Date of share options granted* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權之 行使價** HK\$ per share 港元(每股)
	At 1 April 2013 於二零一三年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Director 董事								
Ms. Li Luyi 李魯一女士	4,000,000	—	—	—	4,000,000	9 February 2010 二零一零年 二月九日	9 February 2010 to 8 February 2020 二零一零年 二月九日至 二零二零年 二月八日	0.660
	2,500,000	—	—	—	2,500,000	23 November 2010 二零一零年 十一月二十三日	23 November 2010 to 22 November 2020 二零一零年 十一月二十三日至 二零二零年 十一月二十二日	0.270
	6,500,000	—	—	—	6,500,000			

Name or category of participant 參與者 名稱或類別	Number of share options** 購股權數目**				At 30 September 2013 於二零一三年 九月三十日	Date of share options granted* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權之 行使價** HK\$ per share 港元(每股)
	At 1 April 2013 於二零一三年 四月一日	Granted during the period the period 期內授出	Exercised during the period the period 期內行使	Lapsed during the period the period 期內失效				
Other employees of the Group 本集團 其他僱員								
In aggregate 合計	100,000	—	—	—	100,000	26 March 2004 二零零四年 三月二十六日	26 March 2004 to 25 March 2014 二零零四年 三月二十六日至 二零一四年 三月二十五日	0.100
In aggregate 合計	700,000	—	—	—	700,000	10 May 2006 二零零六年 五月十日	10 May 2006 to 9 May 2016 二零零六年 五月十日 至 二零一六年 五月九日	0.170
In aggregate 合計	1,840,000	—	—	(40,000)	1,800,000	9 February 2010 二零一零年 二月九日	9 February 2010 to 8 February 2020 二零一零年 二月九日至 二零二零年 二月八日	0.660
In aggregate 合計	2,150,000	—	—	(50,000)	2,100,000	23 November 2010 二零一零年 十一月二十三日	23 November 2010 to 22 November 2020 二零一零年 十一月二十三日 至 二零二零年 十一月二十二日	0.270

Name or category of participant 參與者 名稱或類別	Number of share options** 購股權數目**				At 30 September 2013 於二零一三年 九月三十日	Date of share options granted* 購股權 授出日期*	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權之 行使價** HK\$ per share 港元(每股)
	At 1 April 2013 於二零一三年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Others 其他								
In aggregate 合計	200,000	—	—	—	200,000	26 March 2004 二零零四年 三月二十六日	26 March 2004 to 25 March 2014 二零零四年 三月二十六日至 二零一四年 三月二十五日	0.100
In aggregate 合計	2,000,000	—	—	—	2,000,000	24 June 2005 二零零五年 六月二十四日	24 June 2005 to 23 June 2015 二零零五年 六月二十四日至 二零一五年 六月二十三日	0.100
In aggregate 合計	1,000,000	—	—	—	1,000,000	29 June 2006 二零零六年 六月二十九日	29 June 2006 to 28 June 2016 二零零六年 六月二十九日至 二零一六年 六月二十八日	0.380
In aggregate 合計	5,000,000	—	—	—	5,000,000	6 July 2007 二零零七年 七月六日	1 October 2008 to 5 July 2017 二零零八年 十月一日至 二零一七年 七月五日	0.396
In aggregate 合計	9,200,000	—	—	—	9,200,000	3 April 2008 二零零八年 四月三日	3 April 2008 to 2 April 2018 二零零八年 四月三日至 二零一八年 四月二日	0.410
In aggregate 合計	200,000	—	—	—	200,000	3 June 2008 二零零八年 六月三日	3 June 2008 to 2 June 2018 二零零八年 六月三日至 二零一八年 六月二日	0.417
	<u>28,890,000</u>	<u>—</u>	<u>—</u>	<u>(90,000)</u>	<u>28,800,000</u>			

Options to subscribe for shares of the Company under the New Scheme

Details of the outstanding share options during the six-month period are as follows:

根據新計劃認購本公司股份之購股權

在六個月期間內尚未行使購股權之詳情如下：

Name or category of participant 參與者 名稱或類別	Number of share options** 購股權數目**				At 30 September 2013 於二零一三年九月三十日	Date of share options granted 購股權 授出日期	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted** 授出購股權之 行使價** HK\$ per share 港元(每股)
	At 1 April 2013 於二零一三年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效				
Director 董事	—	—	—	—	—	—	—	—
Other employees of the Group 本集團 其他僱員								
In aggregate 合計	2,900,000	—	—	(50,000)	2,850,000	27 March 2013 二零一三年 三月二十七日	27 March 2013 to 26 March 2023 二零一三年 三月二十七日 至 二零一三年 三月二十六日	0.162
	<u>2,900,000</u>	<u>—</u>	<u>—</u>	<u>(50,000)</u>	<u>2,850,000</u>			

* The time of acceptance of the share options was within 21 days from the options offer date. The share options granted are subject to certain vesting period and vary for each category of participant as specified under the respective share option schemes.

* 購股權之接納時間為自購股權要約日期起計21日內。根據各有關購股權計劃之規定，所授出之購股權因應不同參與者類別而受若干不同之歸屬期所規限。

** The exercise price of the share options is subject to some adjustments in the case of rights or bonus issues, or other similar changes in the Company's share capital.

** 購股權之行使價在供股或紅股發行，或本公司股本發生其他類似變動時可予調整。

*** There were no share options cancelled during the period.

*** 期內並無購股權獲註銷。

As at 30 September 2013, the Company had outstanding options to subscribe for up to 28,800,000 shares under the 2002 Scheme and 2,850,000 shares under the New Scheme.

Save as disclosed above, as at 30 September 2013, none of the Directors and chief executive of the Company had an interest or short position in the ordinary shares or underlying shares of the Company or any of its associated corporations that was notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

於二零一三年九月三十日，本公司根據二零零二年計劃有可認購最多28,800,000股股份之尚未行使購股權，以及根據新計劃有可認購最多2,850,000股股份。

除上文所披露者外，於二零一三年九月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團之普通股或相關股份中概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 September 2013, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to 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 by the Company under Section 336 of the SFO were as follows:

Long positions in the ordinary shares or underlying shares of the Company

主要股東之權益及淡倉

於二零一三年九月三十日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

於本公司普通股或相關股份之好倉

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份數目	Percentage of the Company's issued share capital
				Note (9) 佔本公司 已發行股本 百分比 附註(9)
Greenford Company (PTC) Limited	(1)	Beneficially owned 實益擁有	122,597,702	16.21%
Century Technology Holding (PTC) Limited	(2)	Beneficially owned 實益擁有	114,851,701	15.18%
Bakersfield Global (PTC) Corporation	(3)	Beneficially owned 實益擁有	59,085,216	7.81%

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份數目	Percentage of the Company's issued share capital Note (9) 佔本公司 已發行股本 百分比 附註(9)
Ace Central Group (PTC) Limited (as trustee of The New Millennium Trust) (以 The New Millennium Trust 之受託人身份)	(4)	Trustee of a discretionary family trust and through controlled corporations 全權家族信託之 受託人及透過 受控制公司	181,682,918	24.02%
Mr. Yip Seng Mun 葉醒民先生	(2), (3), (4) & (5)	Founder of a discretionary family trust, beneficially owned and through controlled corporations 全權家族信託之 創辦人，實益擁有及透過 受控制公司	297,095,619	39.28%
Knicks Capital Inc.	(6)	Beneficially owned 實益擁有	40,480,000	5.35%
Mr. Zhang Xingsheng 張醒生先生	(6)	Interest of a controlled corporation 一間受控制公司之權益	40,480,000	5.35%
Right Advance Management Limited	(7)	Beneficially owned 實益擁有	150,000,000	19.83%

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份數目	Percentage of the Company's issued share capital Note (9) 佔本公司 已發行股本 百分比 附註(9)
Ms. Wang Li Mei 王立梅女士	(7)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	19.83%
Mr. Wang Leilei 王雷雷先生	(7)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	19.83%
Will City Limited 志城有限公司	(8)	Beneficially owned 實益擁有	100,000,000	13.22%
Ms. Zhang Yingnan 張穎楠女士	(8)	Interest of a controlled corporation 一間受控制公司之權益	100,000,000	13.22%

Notes:

附註：

- | | | | |
|-----|---|-----|--|
| (1) | Greenford is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Yip Heon Ping, a Director of the Company. | (1) | Greenford 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司董事葉向平先生持有。 |
| (2) | Century Technology Holding (PTC) Limited ("Century") is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun, a former Director of the Company. | (2) | Century Technology Holding (PTC) Limited (「Century」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由本公司前任董事葉醒民先生實益擁有。 |
| (3) | Bakersfield is a company incorporated in the British Virgin Islands and its entire issued share capital is beneficially owned by Mr. Yip Seng Mun. | (3) | Bakersfield 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由葉醒民先生實益擁有。 |

- (4) An aggregate of 181,682,918 shares are held through Greenford and Bakersfield as trustees of The Greenford Unit Trust and The Bakersfield Unit Trust, respectively. All the units of which are held by Ace Central as the trustee of The New Millennium Trust, a discretionary family trust established with Mr. Yip Seng Mun as the founder and Mr. Yip Heon Ping as one of the discretionary objects for the time being. Mr. Yip Heon Keung, a Director of the Company, is the sole director and sole shareholder of Ace Central.
- (4) 合共**181,682,918**股股份由**Greenford**及**Bakersfield**分別以**The Greenford Unit Trust**及**The Bakersfield Unit Trust**之受託人身份持有。該等信託之所有單位均由**Ace Central**以**The New Millennium Trust**之受託人身份持有，而**The New Millennium Trust**為一項當時以葉醒民先生為創辦人及以葉向平先生為其中一名全權託管對象而設之全權家族信託。本公司董事葉向強先生為**Ace Central**之唯一董事及唯一股東。
- (5) By virtue of the SFO, Mr. Yip Seng Mun is deemed to be interested in 181,682,918 shares of the Company as the founder of The New Millennium Trust and 114,851,701 shares of the Company as the beneficial owner of Century. He is also personally interested in 561,000 shares of the Company.
- (5) 根據證券及期貨條例，作為**The New Millennium Trust**之創辦人，葉醒民先生被視為擁有本公司**181,682,918**股股份之權益及作為**Century**之實益擁有人擁有本公司**114,851,701**股股份之權益。彼亦擁有本公司**561,000**股股份之個人權益。
- (6) Knicks Capital Inc. is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Mr. Zhang Xingsheng.
- (6) **Knicks Capital Inc.**為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張醒生先生持有。
- (7) Right Advance Management Limited ("Right Advance") is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, and such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance.
- (7) **Right Advance Management Limited** (**「Right Advance」**) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本以王立梅女士之名義註冊，而王雷雷先生則最終擁有該等股份。王立梅女士為**Right Advance**之唯一董事。
- (8) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.
- (8) 志城有限公司為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張穎楠女士持有。
- (9) Based on 756,355,000 shares of the Company in issue as at 30 September 2013.
- (9) 根據於二零一三年九月三十日已發行之**756,355,000**股本公司股份計算。

Save as disclosed above, as at 30 September 2013, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to 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 by the Company under Section 336 of the SFO.

COMPETING INTERESTS

None of the Directors or the controlling shareholders of the Company or their respective associates (as defined under the GEM Listing Rules) have any interests in a business which competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the period under review.

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

During the six months ended 30 September 2013, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors 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. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the six months ended 30 September 2013.

除上文披露者外，於二零一三年九月三十日，本公司並無獲知會任何人士（董事或本公司主要行政人員除外）知會彼等於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條備存之登記冊內之權益或淡倉。

競爭權益

於回顧期內，各董事或本公司之控股股東或彼等各自之聯繫人（定義見創業板上市規則）於與本集團業務構成競爭或可能構成競爭或與本集團有任何其他利益衝突之業務中，概無擁有任何權益。

購買、贖回或出售本公司之上市證券

於截至二零一三年九月三十日止六個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

董事進行之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一三年九月三十日止六個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

CORPORATE GOVERNANCE CODE

The Company has complied with all the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 to the GEM Listing Rules throughout the period under review.

AUDIT COMMITTEE

The Company established the Audit Committee on 7 March 2000 and has formulated and from time to time amended its written terms of reference in accordance with the provisions set out in the CG Code. The primary duties of the Audit Committee include review and supervision of the Group's financial reporting system and internal control procedures, review of the Group's financial information and review of the Group's relationship with its auditors.

As at the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Mr. Tam Chun Wan (Chairman of the Audit Committee), Ms. Tse Yuet Ling, Justine and Ms. Lai May Lun.

The Audit Committee has reviewed this report and has provided advice and comments thereon.

REMUNERATION COMMITTEE

In accordance with the CG Code, the Company established the remuneration committee ("Remuneration Committee") on 17 June 2005 with written terms of reference. The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for remuneration of all Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

The Remuneration Committee comprises two independent non-executive Directors, namely Ms. Tse Yuet Ling, Justine (Chairman of the Remuneration Committee) and Ms. Lai May Lun, and one executive Director, Mr. Yip Heon Keung.

企業管治守則

於回顧期內，本公司一直遵守創業板上市規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文。

審核委員會

本公司已於二零零零年三月七日成立審核委員會，並已根據企業管治守則之守則條文制訂及不時修訂其書面職權範圍。審核委員會之主要職權包括審閱及監察本集團之財務申報制度及內部控制程序、審閱本集團之財務資料，及檢討本集團與其核數師之關係。

於本報告日期，審核委員會由三名獨立非執行董事譚振寰先生（審核委員會主席）、謝月玲女士及黎美倫女士組成。

審核委員會已審閱本報告，並就此提供意見及評論。

薪酬委員會

根據企業管治守則之規定，本公司已於二零零五年六月十七日成立薪酬委員會（「薪酬委員會」），並制定其書面職權範圍。薪酬委員會之主要職責包括就本公司所有董事及高級管理層之薪酬政策及架構向董事會提供建議，以及經參考董事會不時議決之企業目標及目的後，審閱所有執行董事及高級管理層之特定薪酬待遇。

薪酬委員會由兩名獨立非執行董事謝月玲女士（薪酬委員會主席）及黎美倫女士，以及一名執行董事葉向強先生組成。

NOMINATION COMMITTEE

In accordance with the CG Code, the Company established the nomination committee ("Nomination Committee") on 29 March 2012 with written terms of reference. The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination of candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of independent non-executive Directors.

The Nomination Committee comprises one executive Director, namely Mr. Yip Heon Keung (Chairman of the Nomination Committee) and two independent non-executive Directors, Mr. Tam Chun Wan and Ms. Lai May Lun.

By Order of the Board

Yip Heon Keung

Chairman

Hong Kong, 7 November 2013

提名委員會

根據企業管治守則之規定，本公司已於二零一二年三月二十九日成立提名委員會（「提名委員會」），並制定其書面職權範圍。提名委員會之主要職責為制定提名政策，以及就董事之提名及委任和董事會接任之安排向董事會提出建議、制訂提名候選人的遴選程序、檢討董事會之規模、架構及組成，以及評估獨立非執行董事之獨立性。

提名委員會由一名執行董事葉向強先生（提名委員會主席）及兩名獨立非執行董事譚振寰先生及黎美倫女士組成。

承董事會命

主席

葉向強

香港，二零一三年十一月七日



Prosten Technology Holdings Limited

Unit 802, 8/F
Dominion Centre
43-59 Queen's Road East
Wanchai, Hong Kong

長達科技控股有限公司

香港灣仔皇后大道東 43-59 號
東美中心 8 樓 802 室

www.prosten.com