



DX.com Holdings Limited **DX.com 控股有限公司**

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(股份代號：8086)

(Stock Code: 8086)

二零一三至二零一四年中期報告 **2013/2014 INTERIM REPORT**

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，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。有意投資者應了解投資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。創業板的較高風險及其他特點表示創業板較適合專業及其他老練投資者。

由於創業板上市公司之性質所然，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。

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本報告的資料乃遵照創業板上市規則之規定而刊載，旨在提供有關本公司的資料；本公司的董事願就本報告的資料共同及個別地承擔全部責任。本公司各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成份，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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This report, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, 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.

未經審核業績

DX.com控股有限公司(「本公司」)董事會(「董事」)宣佈，本公司及其附屬公司(統稱「本集團」)截至二零一三年十二月三十一日止三個月及六個月之未經審核綜合中期業績，連同截至二零一二年同期未經審核之比較數字如下：

未經審核綜合損益表

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
		附註 Notes			
收入	REVENUE	2	392,047	355,748	761,077
貨品銷售成本	Cost of sales		(237,781)	(205,247)	(461,225)
毛利	Gross Profit		154,266	150,501	299,852
其他收入及收益	Other income and gains		2,267	225	3,563
銷售及分銷成本	Selling and distribution costs		(102,365)	(90,057)	(193,205)
行政及其他費用	Administrative and other expenses		(42,206)	(38,204)	(80,581)
融資成本	Finance costs	3	-	-	(23)
分佔聯營公司之盈利及虧損	Share of profits and losses of associates		(2)	(20)	(7)
除稅前盈利	PROFIT BEFORE TAX	4	11,960	22,445	29,599
所得稅費用	Income tax expense	5	(2,821)	(5,020)	(5,045)
本期間盈利	PROFIT FOR THE PERIOD		9,139	17,425	24,554
以下各方應佔：	Attributable to:				
本公司擁有人	Owners of the Company		8,574	17,612	23,970
非控股權益	Non-controlling interests		565	(187)	584
			9,139	17,425	24,554
本公司普通股權益持有人應佔之 每股盈利	EARNING PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	7			
基本	Basic		0.17港仙cents	0.33港仙cents	0.47港仙cents
攤薄	Diluted		不適用N/A	不適用N/A	不適用N/A

UNAUDITED RESULTS

The board of directors (the "Directors") of DX.com Holdings Limited (the "Company") announced the interim unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months and six months ended 31 December 2013 together with the comparative unaudited figures for the corresponding period in 2012 as follows:

Unaudited Consolidated Statement of Profit or Loss

		截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
		For the three months ended 31 December		For the six months ended 31 December	
		二零一三年	二零一二年	二零一三年	二零一二年
		2013	2012	2013	2012
		千港元	千港元	千港元	千港元
附註		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Notes					
2		392,047 (237,781)	355,748 (205,247)	761,077 (461,225)	673,854 (388,816)
		154,266	150,501	299,852	285,038
		2,267	225	3,563	421
		(102,365)	(90,057)	(193,205)	(168,801)
		(42,206)	(38,204)	(80,581)	(65,255)
3		-	-	(23)	-
		(2)	(20)	(7)	(22)
4		11,960	22,445	29,599	51,381
5		(2,821)	(5,020)	(5,045)	(9,765)
		9,139	17,425	24,554	41,616
		8,574	17,612	23,970	41,985
		565	(187)	584	(369)
		9,139	17,425	24,554	41,616
7		0.17港仙cents	0.33港仙cents	0.47港仙cents	0.79港仙cents
		不適用N/A	不適用N/A	不適用N/A	不適用N/A

未經審核綜合全面收益表

Unaudited Consolidated Statement of Comprehensive Income

		截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
		二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000	二零一三年 2013 千港元 HK\$'000	二零一二年 2012 千港元 HK\$'000
本期間盈利	Profit for the period	9,139	17,425	24,554	41,616
本期間其他全面收益(扣除稅項)：	Other comprehensive income for the period, net of tax:				
轉換境外業務時	Exchange difference arising on				
產生之匯兌差額	translation of foreign operations	(1,102)	(815)	(1,688)	(1,570)
本期間全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	8,037	16,610	22,866	40,046
應佔全面收益總額：	Total comprehensive income attributable to:				
本公司擁有人	Owners of the Company	7,472	16,797	22,282	40,415
非控股權益	Non-controlling interests	565	(187)	584	(369)
		8,037	16,610	22,866	40,046

簡明綜合財務狀況表

Condensed Consolidated Statement of Financial Position

			(未經審核) (Unaudited) 於二零一三年 十二月三十一日 31 December 2013 千港元 HK\$'000	(經審核) (Audited) 於二零一三年 六月三十日 30 June 2013 千港元 HK\$'000
	附註 Notes			
非流動資產		NON-CURRENT ASSETS		
物業、廠房及設備		Property, plant and equipment	8,146	8,117
商譽		Goodwill	15,844	15,844
其他無形資產	8	Other intangible assets	31,871	31,723
於聯營公司之權益		Interest in associates	425	432
非流動資產總額		Total non-current assets	56,286	56,116
流動資產		CURRENT ASSETS		
存貨		Inventories	147	42
應收貿易賬款	9	Trade receivables	90,060	92,762
預付款項、按金及 其他應收款項		Prepayments, deposits and other receivables	95,170	99,506
按公平值計入損益之 金融投資		Equity investments at fair value through profit or loss	7,966	2,585
現金、銀行結餘及存款	10	Cash, bank balances and deposits	106,915	88,286
流動資產總額		Total current assets	300,258	283,181
流動負債		CURRENT LIABILITIES		
應付貿易賬款	11	Trade payables	11,839	2,932
其他應付款項及應計負債		Other payables and accruals	27,507	40,696
預收按金		Deposit received in advance	15,856	20,919
遞延收益		Deferred revenue	2,163	1,587
應付稅款		Tax payables	45,819	43,269
流動負債總額		Total current liabilities	103,184	109,403
流動資產淨值		Net current assets	197,074	173,778
資產總值減流動負債		Total assets less current liability	253,360	229,894
非流動負債		NON-CURRENT LIABILITIES		
遞延稅務負債		Deferred tax liabilities	10,300	9,700
非流動負債總值		Total non-current liabilities	10,300	9,700
資產淨值		Net assets	243,060	220,194
權益		EQUITY		
本公司擁有人 應佔權益		Equity attributable to owners of the Company		
已發行股本	12	Issued capital	50,945	50,945
儲備		Reserves	189,999	167,717
非控股權益		Non-controlling interests	240,944	218,662
			2,116	1,532
權益總額		Total equity	243,060	220,194

		截至十二月三十一日止六個月	
		For the six months ended	
		31 December	
		二零一三年	二零一二年
		2013	2012
		千港元	千港元
		HK\$'000	HK\$'000
經營業務之現金所得淨額	NET CASH FLOW FROM OPERATING ACTIVITIES	27,826	68,090
投資活動之現金支出淨額	NET CASH FLOW USED IN INVESTING ACTIVITIES	(16,452)	(35,030)
融資活動之現金支出淨額	NET CASH FLOW USED IN FINANCING ACTIVITIES	(23)	(48,397)
現金及現金等值項目增加／(減少)淨額	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	11,351	(15,337)
期初之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	80,376	123,063
外匯變動之調整	EFFECT OF FOREIGN EXCHANGE RATE CHANGES, NET	(1,177)	(2,193)
期終之現金及現金等值項目	CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	90,550	105,533
現金及現金等值項目結餘之分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
現金及銀行結餘	Bank balances and cash	61,880	105,333
定期存款	Bank deposits	45,035	—
現金、銀行結餘及定期	Cash, bank balances and deposits	106,915	105,533
減：多於三個月之定期存款	Less: bank deposits with maturities more than three months	(16,365)	—
		90,550	105,533

Unaudited Condensed Consolidated Statement of Changes In Equity

本公司股權持有人應佔
Attributable to owners of the Company

		已發行 股本 Issued capital 千港元 HK\$'000	股份 溢價賬 Share premium account 千港元 HK\$'000	資本儲備 Capital reserve 千港元 HK\$'000	股本贖回 儲備 Capital redemption reserve 千港元 HK\$'000	外匯 浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	保留盈利 Retained profits 千港元 HK\$'000	合計 Total 千港元 HK\$'000	非控股 權益 Non- controlling Interests 千港元 HK\$'000	權益總額 Total Equity 千港元 HK\$'000
於二零一二年 七月一日之結餘	Balance at 1 July 2012	53,136	109,913	(17,974)	1,335	(7,564)	156,923	295,769	1,787	297,556
本期間全面 收益總額	Total comprehensive income for the period	—	—	—	—	(1,570)	41,985	40,415	(369)	40,046
回購及註銷股份	Repurchase and cancellation of shares	(794)	(47,603)	—	794	—	(794)	(48,397)	—	(48,397)
於二零一二年 十二月三十一日	At 31 December 2012	<u>52,342</u>	<u>62,310</u>	<u>(17,974)</u>	<u>2,129</u>	<u>(9,134)</u>	<u>198,114</u>	<u>287,787</u>	<u>1,418</u>	<u>289,205</u>
於二零一三年 七月一日之結餘	Balance at 1 July 2013	50,945	—	(17,974)	3,526	(9,204)	191,369	218,662	1,532	220,194
本期間全面 收益總額	Total comprehensive income for the period	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>(1,688)</u>	<u>23,970</u>	<u>22,282</u>	<u>584</u>	<u>22,866</u>
於二零一三年 十二月三十一日	At 31 December 2013	<u>50,945</u>	<u>—</u>	<u>(17,974)</u>	<u>3,526</u>	<u>(10,892)</u>	<u>215,339</u>	<u>240,944</u>	<u>2,116</u>	<u>243,060</u>

附註：

1. 編製基準

本公司於二零零零年三月十五日根據開曼群島公司法在開曼群島註冊成立為有限責任公司。本公司股份於二零零零年八月二日在創業板上市。

未經審核簡明中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及香港公司條例之披露規定及創業板證券上市規則（「創業板上市規則」）之適用披露規定而編製。財務報表乃按過往成本法而編製，惟財務工具乃按公平值入賬。

編製未經審核綜合中期報告時所採用之會計政策，與本集團編製其截至二零一三年六月三十日止年度之年度賬目時所採用者貫徹一致。

會計政策

於本期間，本集團首次應用下列香港會計師公會所頒佈之本集團業務有關且於二零一三年七月一日起對本集團財務報表生效之新訂財務報告準則，修訂及詮釋：

香港財務報告準則第7號 修訂本	香港財務報告準則 第7號金融工具 披露—抵銷金融資產及 金融負債的修訂
香港財務報告準則第10號 香港財務報告準則第11號 香港財務報告準則第12號 香港財務報告準則第13號 香港會計準則第1號修訂本	綜合財務報告 合資安排 其他企業投資權益的披露 公平值計量 呈列財務報告—其他全面 收益項目之呈列
香港會計準則第19號(2011) 香港會計準則第27號(2011) 香港會計準則第28號(2011)	員工福利 獨立財務報告 聯營公司及合資企業 的投資
香港（國際財務報告詮釋 委員會）—詮釋第20號 年度改進項目	露天礦場生產階段之 剝採成本 香港財務報告準則之 年度改進（二零零九年 至二零一一年期間）

除進一步解釋以下有關香港會計準則第1號修訂本、香港財務報告準則第10號、香港財務報告準則第12號及香港財務報告準則第13號之影響外，採納新訂及經修訂香港財務報告準則對本集團之財務報表並無重大財務影響。

採用新訂及經修訂香港財務報告準則的主要影響如下：

- i) 香港會計準則第1號修訂本更改在其他全面收益內列報項目之分組。可在未來某一時間重新分類（或再循環）至損益的項目（例如，外幣報表折算差額、現金流量套期變動淨額以及可供出售金融資產淨損益），與永不重新分類之項目（例如，土地及樓宇重估）會分開列報。採用該等修訂本僅影響呈報，對本集團的財務狀況及財務表現並無影響。綜合全面收益表已重列以反映該等變動。此外，本集團已選擇於財務報表使用該等修訂本所引入的新標題「損益表」。

Notes:

1. BASIS OF PRESENTATION

The Company is a limited liability company incorporated in the Cayman Islands on 15 March 2000 under the Companies Law of the Cayman Islands. The shares of the Company were listed on the GEM on 2 August 2000.

The unaudited condensed consolidated interim financial statements have been prepared in accordance with the Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules"). They have been prepared under the historical cost convention, except for financial instruments, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited consolidated interim report are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2013.

Accounting Policies

During the current period, the Group has applied for the first time, the following new and revised HKFRSs standards, amendments and interpretations issued by HKICPA, which are relevant to the Group's operations and effective for the Group's financial statement beginning on 1 July 2013:

HKFRS 7 Amendments	Amendments to HKFRS 7 Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities
HKFRS 10	Consolidated Financial Statements
HKFRS 11	Joint Arrangement
HKFRS 12	Disclosure of Interests in Other Entities
HKFRS 13	Fair Value Measurement
HKAS 1 Amendments	Presentation of Financial Statements – Presentation of Items of Other Comprehensive income
HKAS 19 (2011)	Employee Benefits
HKAS 27 (2011)	Separate Financial Statements
HKAS 28 (2011)	Investments in Associate and Joint Ventures
HK(IFRIC) – Int 20	Stripping Costs in the Production Phase of a Surface Mine
Annual Improvements Project	Annual Improvements to HKFRSs 2009-2011 Cycle

Other than as further explained below regarding the impact of HKAS 1 Amendments, HKFRS 10, HKFRS 12 and HKFRS 13, the adoption of these new and revised HKFRSs had not had any significant financial effect on the financial statements of the Group.

The principal effects of adopting these new and revised HKFRSs are as follows:

- i) The HKAS 1 Amendments change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations, net movement on cash flow hedges and net loss or gain on available-for-sale financial assets) are presented separately from items which will never be reclassified (for example, the revaluation of land and buildings). The amendments have affected the presentation only and had no impact on the Group's financial position or performance of the Group. The consolidated statement of comprehensive income has been restated to reflect the changes. In addition, the Group has chosen to use the new title "statement of profit or loss" as introduced by the amendments in these financial statements.

- ii) 香港財務報告準則第10號取代香港會計準則第27號綜合及獨立財務報表指引綜合財務報表之入賬，並解決包括香港（常務詮釋委員會）一詮釋第12號一特殊目的實體提出之問題。香港財務報告準則第10號建立一項用於確定須綜合實體的單一控制模式。為符合香港財務報告準則第10號關於控制權的定義，投資者須：(a) 擁有對投資對象的權力；(b) 就參與投資對象營運所得之可變回報承受風險或享有權利；及(c) 能夠運用其對投資對象的權力影響投資者回報金額。香港財務報告準則第10號引入的變動規定本集團管理層須作出重大判斷，以確定某些實體受其控制。

採用香港財務報告準則第10號並不改變本集團於二零一三年七月一日有關參與投資對象營運之任何綜合結論。

- iii) 香港財務報告準則第12號載有就附屬公司、合資安排、聯營公司及結構性實體的披露規定，該等規定以往包括在香港會計準則第27號綜合及獨立財務報表、香港會計準則第31號於合營公司的權益及香港會計準則第28號於聯營公司的投資內。該準則亦就該等實體引入多項新披露規定。
- iv) 香港財務報告準則第13號提供公平值的精確定義、公平值計量的單一來源及在香港財務報告準則範圍內使用的披露規定。該準則不會改變本集團須使用公平值的情況，但為其在其他香港財務報告準則已規定或允許使用公平值的情況下應如何應用公平值提供指引。香港財務報告準則第13號即將應用，且採納該準則對本集團的公平值計量並無重大影響。由於香港財務報告準則第13號當中的指引，計量公平值的政策已獲修訂。

已頒佈但尚未生效之香港財務報告準則之影響

本集團並未於本財務報表應用以下已頒佈但尚未生效之新訂及經修訂香港財務報告準則：

香港財務報告準則第9號	金融工具 ³
香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號修訂本	對沖會計及香港財務報告準則第9號、香港財務報告準則第7號及香港會計準則第39號的修訂 ³
香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011)	香港財務報告準則第10號、香港財務報告準則第12號及香港會計準則第27號(2011) – 投資實體的修訂 ¹
香港會計準則第19號修訂本	香港會計準則第19號僱員福利 – 界定福利計劃：僱員供款的修訂 ²
香港會計準則第32號修訂本	香港會計準則第32號金融工具：呈列 – 金融資產與金融負債抵銷的修訂 ¹
香港會計準則第39號修訂本	香港會計準則第39號金融工具：確認及計量 – 衍生工具的更替及對沖會計的延續的修訂 ¹
香港（國際財務報告詮釋委員會）– 詮釋第21號	徵費 ¹

- 1 對二零一四年一月一日或其後開始之年度期間生效
- 2 對二零一四年七月一日或其後開始之年度期間生效
- 3 尚未釐定強制生效日期，但可予採納

本集團正進行評估該等新訂及經修訂香港財務報告準則初步應用後之影響。至今為止，本集團認為，除採用該等新訂及經修訂香港財務報告準則應不會對本集團之經營業績及財務狀況構成重大影響。

- ii) HKFRS 10 replaces the portion of HKAS 27 Consolidated and Separate Financial Statements that addresses the accounting for consolidated financial statements and addresses the issues in HK(SIC)-Int 12 Consolidation – Special Purpose Entities. It establishes a single control model used for determining which entities are consolidated. To meet the definition of control in HKFRS 10, an investor must have (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. The changes introduced by HKFRS 10 require management of the Group to exercise significant judgement to determine which entities are controlled.

The application of HKFRS 10 does not change any of the consolidation conclusions of the Group in respect of its involvement with investees as at 1 July 2013.

- iii) HKFRS 12 sets out the disclosure requirements for subsidiaries, joint arrangements, associates and structured entities previously included in HKAS 27 Consolidated and Separate Financial Statements, HKAS 31 Interests in Joint Ventures and HKAS 28 Investments in Associates. It also introduces a number of new disclosure requirements for these entities.
- iv) HKFRS 13 provides a precise definition of fair value and a single source of fair value measurement and disclosure requirements for use across HKFRSs. The standard does not change the circumstances in which the Group is required to use fair value, but rather provides guidance on how fair value should be applied where its use is already required or permitted under other HKFRSs. HKFRS 13 is applied prospectively and the adoption has had no material impact on the Group's fair value measurements. As a result of the guidance in HKFRS 13, the policies for measuring fair value have been amended.

Impact of issued but not yet effective Hong Kong Financial Reporting Standards

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in these financial statements.

HKFRS 9	Financial Instruments ³
HKFRS 9, HKFRS 7 and HKAS 39 Amendments	Hedge Accounting and amendments to HKFRS 9, HKFRS 7 and HKAS 39 ³
HKFRS 10, HKFRS 12 and HKAS 27 (2011)	Amendments to HKFRS 10, HKFRS 12 and HKAS 27 (2011) Investment Entities ¹
HKAS 19 Amendments	Amendments to HKAS 19 Employee Benefits – Defined Benefit Plans: Employee Contributions ²
HKAS 32 Amendments	Amendments to HKAS 32 Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities ¹
HKAS 39 Amendments	Amendments to HKAS 39 Financial Instruments: Recognition and Measurement – Novation of Derivatives and Continuation of Hedge Accounting ¹
HK(IFRIC) – Int 21	Levies ¹

- 1 Effective for annual periods beginning on or after 1 January 2014
- 2 Effective for annual periods beginning on or after 1 July 2014
- 3 No mandatory effective date yet determined but is available for adoption

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that the adoption of these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

2. 收入及經營分類資料

收入(亦為本集團之營業額)指從(i)提供專業資訊科技合約及維修保養服務之發票淨值及(ii)電子商務及提供網上銷售平台之交易價值。

本集團之收入分析如下：

收入：	Revenue:
提供專業資訊科技合約及 維修保養服務	Provision of professional IT contract and maintenance services
電子商務及提供網上 銷售平台	E-commerce and provision of online sales platform

分部資料按兩種分部方式呈列：(i)以經營分部劃分之主要分部報告基準；及(ii)以地區分部劃分之從屬分部報告基準。

(i) 經營分部資料

		Professional IT contract and maintenance services segment 專業資訊 科技合約及維修 保養服務分部		E-commerce and provision of online sales platform segment 電子商務及 提供網上 銷售平台分部		Total 合併	
		二零一三年 2013 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一三年 2013 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一三年 2013 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000
分部收入	Segment revenue	78,439	79,356	682,638	594,498	761,077	673,854
分部業績	Segment results	5,986	12,557	29,706	44,132	35,692	56,689
未分配其他收入 及收益	Unallocated other income and gains					15	2
未分配之費用	Unallocated expenses					(6,078)	(5,288)
營運盈利	Profit from operations					29,629	51,403
融資成本	Finance costs					(23)	-
分佔聯營公司之盈利 及虧損	Share of profits and losses of associates					(7)	(22)
除稅前盈利	Profit before tax					29,599	51,381
所得稅費用	Income tax expense					(5,045)	(9,765)
本期間盈利	Profit for the period					24,554	41,616
分部資產	Segment assets	168,324	164,561	184,695	229,312	353,019	393,873
未分配之資產	Unallocated assets					3,100	5,645
聯營公司利益	Interest in associates					425	450
總資產	Total assets					356,544	399,968
分部負債	Segment liabilities	16,706	32,736	39,875	30,304	56,581	63,040
未分配之負債	Unallocated liabilities					56,903	47,723
總負債	Total liabilities					113,484	110,763
資本開支	Capital expenditure	569	1,805	1,596	2,114	2,165	3,919
未分配之資本開支	Unallocated capital expenditure					-	-
						2,165	3,919
折舊及攤撤	Depreciation and amortisation	719	962	861	367	1,580	1,329
未分配之折舊 及攤撤	Unallocated depreciation and amortisation					-	-
						1,580	1,329

2. REVENUE AND OPERATING SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents (i) the net invoiced value of provision of professional IT contract and maintenance services and (ii) the transaction price arising from E-commerce and provision of online sales platform.

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

截至十二月三十一日 止三個月 For the three months ended 31 December		截至十二月三十一日 止六個月 For the six months ended 31 December	
二零一三年 2013 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000	二零一三年 2013 (未經審核) (Unaudited) 千港元 HK\$'000	二零一二年 2012 (未經審核) (Unaudited) 千港元 HK\$'000
39,521	43,750	78,439	79,356
352,526	311,998	682,638	594,498
392,047	355,748	761,077	673,854

Segment information is presented by way of two segment formats: (i) on a primary segment reporting basis, by operating segment; and (ii) on a secondary segment reporting basis, by geographical segment.

(i) Operating segment information

(ii) 地區資料

下表顯示本集團按地區資料之營業額資料。

	North America 北美洲		South America 南美洲		Africa 非洲		Europe 歐洲		Asia 亞洲		Oceania 大洋洲		Consolidated 合併	
	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:	分部收入：													
Professional IT	專業資訊科技													
contract and maintenance services	合約及維修服務													
	-	-	-	-	-	-	-	-	78,439	79,356	-	-	78,439	79,356
E-commerce and provision of online sales platform	電子商務及提供網上銷售平台													
	83,960	76,740	197,174	164,610	2,710	1,879	320,715	276,788	53,551	54,552	24,528	19,929	682,638	594,498
	83,960	76,740	197,174	164,610	2,710	1,879	320,715	276,788	131,990	133,908	24,528	19,929	761,077	673,854
Segment assets	分部資產													
Capital expenditure	資本開支													
	-	-	-	-	-	-	-	2,413	356,544	397,555	-	-	356,544	399,968
	-	-	-	-	-	-	-	19	2,165	3,900	-	-	2,165	3,919

3. 融資成本

	截至十二月三十一日止三個月	截至十二月三十一日止六個月
	For the three months ended 31 December	For the six months ended 31 December
	二零一三年	二零一二年
	2013	2012
	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)
	千港元	千港元
	HK\$'000	HK\$'000
銀行貸款利息開支	-	-
Interest expenses on bank loans	-	-

4. 除稅前盈利

除稅前盈利乃扣除／(計入)及下列各項後計算：

	截至十二月三十一日止三個月	截至十二月三十一日止六個月
	For the three months ended 31 December	For the six months ended 31 December
	二零一三年	二零一二年
	2013	2012
	(未經審核)	(未經審核)
	(Unaudited)	(Unaudited)
	千港元	千港元
	HK\$'000	HK\$'000
折舊	960	675
員工成本	15,151	9,279
(包括董事酬金)	1,325	1,076
工資及薪金		
退休金供款淨額		
按公平值計入損益之金融投資公平值(收益)／虧損	(809)	(77)
—金融投資	(1,453)	-
—外匯遠期合約		
出售按公平值計入損益之金融投資公平值盈利	(165)	-
出售物業、廠房及設備虧損	40	167
銀行利息收入	(30)	(42)
Depreciation		
Staff costs		
(including directors' remuneration)		
Wages and salaries		
Net pension contribution		
Fair value (gain)/loss on equity investments at fair value through profit or loss		
— Listed equity investment		
— Forward currency contract		
Gain on disposal of equity investments at fair value through profit or loss		
Loss on disposal of property, plant and equipment		
Bank interest income		

(ii) Geographical information

The following table presents turnover information for the Group's geographical information.

5. 所得稅費用

即期稅務—香港	Current tax – Hong Kong
本年度開支	Charge for the year
即期稅務—其他地區	Current tax – Elsewhere
遞延稅務	Deferred tax
所得稅費用總支出	Total income tax expense

香港利得稅及按期內之估計應課稅盈利以稅率16.5%計提撥備(二零一二年：16.5%)。

本集團於其他地區經營之公司之盈利稅項，已根據所在地之現行法例、詮釋及慣例，按各自稅務司法權區之現行稅率計算。

6. 股息

董事並不建議派發中期股息(二零一二年：無)。

7. 本公司普通股權益持有人應佔之每股盈利

每股基本及攤薄盈利按以下基準計算：

用作計算每股基本盈利的歸屬於本公司普通股權益股東應佔盈利	Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculations
------------------------------	--

股份	Shares
用以計算每股基本盈利之期內已發行普通股加權平均數	Weighted average number of ordinary shares in issue during the period used in the basic earnings per share calculation

由於截至二零一三年十二月三十一日止六個月，本公司概無任何潛在可攤薄普通股，故截至二零一三年十二月三十一日止期間並無呈列每股攤薄盈利。

5. INCOME TAX EXPENSE

截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
For the three months ended 31 December		For the six months ended 31 December	
二零一三年	二零一二年	二零一三年	二零一二年
2013	2012	2013	2012
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
910	3,722	3,794	8,382
651	533	651	533
1,260	765	600	850
2,821	5,020	5,045	9,765

Hong Kong Profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period (2012: 16.5%).

Taxes on profits in respect of Group companies operating elsewhere have been calculated at the rates of tax prevailing in the respective tax countries/jurisdictions in which they operate based on existing legislation, interpretations and practices in respect thereof.

6. DIVIDENDS

The Directors do not recommend the payment of interim dividend (2012: Nil).

7. EARNING PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculations of basic and diluted earning per share are based on:

截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
For the three months ended 31 December		For the six months ended 31 December	
二零一三年	二零一二年	二零一三年	二零一二年
2013	2012	2013	2012
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
千港元	千港元	千港元	千港元
HK\$'000	HK\$'000	HK\$'000	HK\$'000
8,574	17,612	23,970	41,985

股份數目 Numbers of shares

截至十二月三十一日 止三個月		截至十二月三十一日 止六個月	
For the three months ended 31 December		For the six months ended 31 December	
二零一三年	二零一二年	二零一三年	二零一二年
2013	2012	2013	2012
(未經審核)	(未經審核)	(未經審核)	(未經審核)
(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
5,094,515,570	5,301,515,744	5,094,515,570	5,307,557,657

No diluted earning per share for the 6 months ended 31 December 2013 has been disclosed as the Company did not have any dilutive potential ordinary shares during the period ended 31 December 2013.

8. 其他無形資產

於期初／年初
增加
收購附屬公司
減值

At the beginning of the period/year
Additions
Acquisition of subsidiaries
Impairment

9. 應收貿易賬款

應收貿易賬款
減值

Trade receivables
Impairment

於報告期末，根據發票日期計算之應收貿易賬款之賬齡分析如下：

即期
31-60天
61-90天
超過90天

Current
31-60 days
61-90 days
Over 90 days

給予客戶之信貸期各異，一般約為三個月，並根據各個客戶之財政實力授出。為有效地管理與貿易應收賬款有關之信貸風險，管理層定期對客戶進行信貸評估。

10. 現金、銀行結餘及存款

現金及銀行結餘
少於三個月之定期存款
多於三個月之定期存款

Bank balances and cash
Bank deposits with maturities less than 3 months
Bank deposits with maturities more than 3 months

8. OTHER INTANGIBLE ASSET

於二零一三年 十二月三十一日 31 December 2013 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一三年 六月三十日 30 June 2013 (經審核) (Audited) 千港元 HK\$'000
31,723	23,160
148	-
-	27,823
-	(19,260)
31,871	31,723

9. TRADE RECEIVABLES

於二零一三年 十二月三十一日 31 December 2013 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一三年 六月三十日 30 June 2013 (經審核) (Audited) 千港元 HK\$'000
91,655	94,627
(1,595)	(1,865)
90,060	92,762

An aged analysis of trade receivables as at the end of the reporting period, based on invoice date and payment due date, respectively, is as follows:

於二零一三年 十二月三十一日 31 December 2013 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一三年 六月三十日 30 June 2013 (經審核) (Audited) 千港元 HK\$'000
87,532	88,780
923	601
322	780
1,283	2,601
90,060	92,762

The credit terms given to the customers vary, and are generally around three months and granted based on the financial strength of the individual customers. In order to effectively manage the credit risks associated with trade debtors, credit evaluations of customers are performed periodically by management.

10. CASH, BANK BALANCES AND DEPOSITS

於二零一三年 十二月三十一日 31 December 2013 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一三年 六月三十日 30 June 2013 (經審核) (Audited) 千港元 HK\$'000
61,880	80,376
28,670	-
16,365	7,910
106,915	88,286

11. 應付貿易賬款

於報告期末，根據付款到期日計算之應付貿易賬款之賬齡分析如下：

即期	Current
31-60天	31-60 days
61-90天	61-90 days
超過90天	Over 90 days

11. TRADE PAYABLES

An aged analysis of trade payables as at the end of the reporting period, based on payment due date, respectively, is as follows:

於二零一三年 十二月三十一日 31 December 2013 (未經審核) (Unaudited) 千港元 HK\$'000	於二零一三年 六月三十日 30 June 2013 (經審核) (Audited) 千港元 HK\$'000
11,063	1,522
56	1,139
74	—
646	271
11,839	2,932

12. 股本

12. SHARE CAPITAL

		附註 Notes	股份數目 Number of Shares	(經審核) (Audited) 面值 Nominal Value 千港元 HK\$'000
法定： 於二零一二年七月一日及 二零一三年六月三十日之 每股面值0.01港元之普通股	Authorised： Ordinary shares of HK\$0.01 each as at 1 July 2012 and 30 June 2013		10,000,000,000	100,000
已發行及繳足： 於二零一二年七月一日之 每股面值0.01港元之普通股 回購及註銷股份	Issued and fully paid: Ordinary shares of HK\$0.01 each at 1 July 2012 Repurchase and cancellation of shares	(a)	5,313,599,570 (219,084,000)	53,136 (2,191)
於二零一三年六月三十日之 每股面值0.01港元之普通股	Ordinary shares of HK\$0.01 each at 30 June 2013		5,094,515,570	50,945

			股份數目 Number of Shares	(未經審核) (Unaudited) 面值 Nominal Value 千港元 HK\$'000
法定： 於二零一三年七月一日及 二零一三年十二月三十一日 之每股面值0.01港元之普通股	Authorised: Ordinary shares of HK\$0.01 each as at 1 July 2013 and 31 December 2013		10,000,000,000	100,000
已發行及繳足： 於二零一三年七月一日及 二零一三年十二月三十一日 之每股面值0.01港元之普通股	Issued and fully paid: Ordinary shares of HK\$0.01 each as at 1 July 2013 and 31 December 2013		5,094,515,570	50,945

(a) 截至二零一三年六月三十日止年度，本公司以總現金代價約112,572,000港元購回及註銷219,084,000股每股面值0.01港元之普通股。

(a) During the year ended 30 June 2013, 219,084,000 ordinary shares of the Company of HK\$0.01 each were repurchased and cancelled by the Company for a total cash consideration of approximately HK\$112,572,000.

13. 經營租約安排

本集團根據經營租約安排租用若干辦公室物業及員工宿舍。經協商之物業租賃期介乎一至三年。

於二零一三年十二月三十一日,根據不可撤銷經營租約,本集團須按以下年期支付未來最低應付租金總額如下:

不遲於1年	Not later than 1 year
遲於1年但不遲於5年	Later than 1 year and not later than 5 years

14. 報告日後之重大事項

於本報告日後,本集團與一名獨立第三者訂立股權轉讓協議,以3,000,000港元之現金代價出售一間本公司之間接全資附屬公司—易寶電腦系統(北京)有限公司之100%股權。有關該出售詳情已在本公司日期為二零一四年一月十七日之公告內詳述。

15. 比較數字

若干比較數字已重列以符合本期間之呈列方式。

13. OPERATING LEASE ARRANGEMENTS

The Group leases certain of its office properties and staff quarters under operating lease arrangements. Such leases are negotiated for terms ranging from one to three years.

At 31 December 2013, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

十二月三十一日	
As at 31 December	
二零一三年	二零一二年
2013	2012
(未經審核)	(未經審核)
(Unaudited)	(Unaudited)
千港元	千港元
HK\$'000	HK\$'000
7,931	5,246
2,613	2,758
10,544	8,004

14. SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group entered into an equity transfer agreement with an independent third party for disposal of 100% equity interest in EPRO Computer Systems (Beijing) Company Limited, an indirect wholly-owned subsidiary of the Company, at a cash consideration of HK\$3 million (the "Disposal"). Details of the Disposal are set out in the announcement of the Company dated 17 January 2014.

15. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with the current period's presentation.

財務回顧

就截至二零一三年十二月三十一日止六個月（「期內」）而言，本集團錄得未經審核綜合收入約761,077,000港元（二零一二年：約673,854,000港元）。收入上升主要受益於外部經濟逐步復蘇，以及內部的鞏固調整。集團於期內亦較過去投放更多資源，當中包括人員開支及市場推廣費用，以提升市場競爭力。期內，未經審核盈利為約24,554,000港元（二零一二年：約41,616,000港元），盈利下跌主要由於人民幣持續升值亦使採購成本上升；以及銷售及分銷成本及行政費用上升。至於本集團另一業務－專業資訊科合約及維修保養服務，期內亦發展穩定。

業務回顧

B2C（企業對客戶）電子商務網站

本集團營運的外貿B2C電子商務網站DX.com（「DX」）一直為本集團主要的盈利來源。於二零一三年十二月三十一日，DX網站銷售產品持續增加，較上期增加逾20%，橫跨15項類別，網站直接與中國的製造商合作，為全球客戶搜羅新穎有趣及高性價比的產品。核心品類包括消費類電子產品，手機及相關配件，玩具及愛好產品等此外，網站提供的全球免費配送服務能讓消費者無需付出額外運費，即可享受全球購物的便捷服務體驗，大大提升顧客消費意欲。

集團積極實踐「當地化」服務方針，為滿足不同消費群體的要求，集團於重點國家開設區域直送服務，通過與當地強大的物流夥伴緊密合作，能有效縮短物流運送時間，於期內，直送範圍已擴充至美國及澳洲，為當地消費者提供5至7天內到貨承諾，提升客戶體驗。

於期內，各主要市場保持增長。網站流量方面，根據網站排名統計機構Alexa Internet, Inc.資料顯示，於二零一四年一月二十九日，DX在全球購物類別網站中排名位居前列充分顯示網站深受全球消費者歡迎。期內，集團亦繼續加強企業情報方面的工作，內部分析各國運營數據，預測及指導銷售，並密切關注外部行業動態，掌握同業的競爭情況，制訂合適的運營策略。集團大力投放資源於網站後台系統的提升、購物流程的優化、專業人才的招聘及團隊的培養等方面，為未來的長遠發展，奠定堅實的基礎。

FINANCIAL REVIEW

For the six months ended 31 December 2013 (the "Period"), the Group recorded an unaudited consolidated revenue of approximately HK\$761,077,000 (2012: approximately HK\$673,854,000). The increase in revenue was mainly attributable to the gradual recovery of external economy and the internal operation re-engineering. Over the Period, the Group devoted more resources, including personnel expenses and marketing advertising, to enhance its market competitiveness. During the Period, the Group recorded an unaudited profit of approximately HK\$24,554,000 (2012: approximately HK\$41,616,000). The decrease in profit was mainly due to the increase in procurement costs caused by the continuous appreciation of RMB. The Group's other business segment of the Group – the professional IT contract and maintenance services segment, developed steadily during the Period.

BUSINESS REVIEW

B2C (Business-to-Customer) e-commerce website

DX.com ("DX"), the foreign trade B2C e-commerce website of the Group, continued to be the major source of profit to the Group. On 31 December 2013, DX website's products increased continuously by more than 20% over the previous period, ranging across 15 categories. The website directly cooperated with manufacturers in China to seek fresh and interesting products with high cost-performance for customers around the world. The core product categories include consumer electronics, cell phones and accessories, toys and hobbies and etc. In addition, the website provides free worldwide shipping, allowing consumers to enjoy a convenient worldwide online shopping experience without any extra delivery charge.

The Group actively implemented the "localization" service strategy. To satisfy different consumer groups' demand, the Group established regional direct delivery services in key countries. By closely cooperating with strong regional logistics partners, the delivery time can be shortened. During the Period, the direct delivery regions are expanded to the United States and Australia, providing local consumers with the guarantee of 5 to 7 days delivery to enhance customer experience.

During the Period, the major markets continued to grow. For the traffic of the website, according to Alexa Internet, Inc, an organization providing website ranking statistics, on 29 January 2014, DX was among the front-runners in the world's shopping website ranking and well received by consumers worldwide. During the Period, the Group continued to strengthen its business intelligence work. It internally analyzed the operational data of different countries to provide sales forecasts and guidelines, and closely monitored the external industry trends to understand the competition among the peers for formulating appropriate operation strategies. The Group devoted extensive resources in areas including backstage system upgrade, shopping process optimization, professional personnel recruitment and team training, with a view to enhance future long-term growth and consolidate business foundation.

提供專業資訊科技合約及維修保養服務之業務

本集團擁有經驗豐富的資訊科技技術團隊，軟件開發能力及項目管理能力已達優秀水準。集團為政府、企業客戶提供度身訂造的專業科技資訊解決方案，為香港及中國大陸業內領先商業應用解決方案服務供應商之一，合作夥伴包括中港大型企業及公共事業部門。期內，本集團增持上海易寶軟件有限公司10%的股權，使其成為本集團之全資附屬公司，借此獲取該公司之全面控制權以享未來全部經濟利益。

前景

展望未來，中國跨境電子商務處於高速發展時期。根據PayPal在2013年7月發佈的《全球跨境電子商務報告》顯示：2013年全球五大市場（美國、英國、德國、澳大利亞和巴西）有共計7,600萬消費者參與跨境零售網購，相關零售網購需求預計將達到700億美元。預計到2018年，上述五大市場相關需求將增長一倍。本集團將會把握市場機遇，進一步提升本集團競爭力，積極的拓展跨境電子商務業務。在電子商務網站方面，本集團將擴大採購團隊功能；同時擴大區域直送業務至歐洲各地，優化物流系統，持續優化客戶的購物體驗；並通過實行「區域化精準營銷」策略，利用社交行銷的豐富經驗，進一步拓展銷售網絡及加強市場推廣，提高DX在全球知名度；本集團亦不斷擴闊DX的產品領域，籌備其他電子商務分站全面拓展產品線至婚紗服飾、小商品、生活用品及創意產品。

憑藉本集團電子商務網站的堅穩根基、忠實的客戶群體及優秀的運營團隊，本集團將進一步鞏固集團優勢及市場地位，不斷提升集團的銷售業績，為股東創造更大回報。

流動資金及財務資源

於期內，本集團一般以內部產生之現金流量及銀行提供之銀行融資，為其營運提供資金。

於二零一三年十二月三十一日，本集團之綜合股東資金、流動資產及流動資產淨值，分別為約243,060,000港元（於二零一三年六月三十日：約220,194,000港元），約300,258,000港元（於二零一三年六月三十日：約283,181,000港元）及約197,074,000港元（於二零一三年六月三十日：約173,778,000港元）。

Professional IT contract and maintenance services business

The Group possesses an experienced IT team with excellent standard of software development capability and project management capability. The Group provides tailor-made professional IT solutions for government departments and corporate clients, being one of the industry leading business application solution providers in Hong Kong and Mainland China. The Group's partners include large enterprises and public affairs departments from Mainland China and Hong Kong. During the Period, the Group increased the equity interest of Shanghai ePro Software Company Limited (English name for identification purpose) by acquiring 10% of its equity interest, turning it into a wholly-owned subsidiary of the Group to gain full control of it so as to maximize the economic benefits in the future.

PROSPECTS

Looking forward, China's cross-border e-commerce will grow rapidly. According to "Global Cross-border E-commerce Report" published by PayPal in July 2013, the number of consumers in five major markets, including the United States, the United Kingdom, Germany, Australia and Brazil, participating in cross-border online retail amounted to 76 million in 2013 and the related online retail demand is expected to reach US\$70 billion. It is predicted the related demand in the said five major markets would double by 2018. The Group will capture any market opportunities to further enhance its competitiveness. Regarding the e-commerce website, the Group will continue to take the proactive business development strategy. The Group will expand the function of the procurement team and broaden the regional direct delivery business to different European counties, optimizing the logistics system and customers' shopping experience continually; leverage on its experience in social media marketing to further expand the sales network and strengthen its marketing promotion for higher brand recognition of DX in the international arena; continue to broaden the product offering of DX and establish other e-commerce sub-sites to comprehensively expand its product lines to wedding apparel, small commodities, lifestyle products and creative products.

With the Group's solid foundation of e-commerce websites, loyal customer groups and excellent operation team, the Group will entrench its predominance and market position to continually boost the sales performance and maximize the interests of the shareholders.

LIQUIDITY AND FINANCIAL RESOURCES

During the Period, the Group financed its operations by internally generated cash flow and banking facilities provided by banks.

As at 31 December 2013, the Group's consolidated shareholders' equity, current assets and net current assets were approximately HK\$243,060,000 (as at 30 June 2013: approximately HK\$220,194,000), approximately HK\$300,258,000 (as at 30 June 2013: approximately HK\$283,181,000) and approximately HK\$197,074,000 (as at 30 June 2013: approximately HK\$173,778,000) respectively.

就本集團之流動資產而言，於二零一三年十二月三十一日為約300,258,000港元（於二零一三年六月三十日：約283,181,000港元），應收貿易賬款（扣除呆賬撥備）佔30.0%（於二零一三年六月三十日：32.8%），而現金、銀行結餘及存款則約佔35.6%（於二零一三年六月三十日：31.2%）。於二零一三年十二月三十一日，本集團之現金、銀行結餘及存款為約106,915,000港元（於二零一三年六月三十日：約88,286,000港元）。本集團全部現金、銀行結餘及存款乃以澳元、港元、加元、英鎊、人民幣、新加坡元及美元結算。

於二零一三年十二月三十一日，本集團並無任何銀行及其他借款餘額（於二零一三年六月三十日：無）。

資產負債比率

於二零一三年十二月三十一日，本集團之資產負債比率（按負債總值除以資產總值）約31.8%（於二零一三年六月三十日：35.1%）。

資本架構

本集團主要以內部資源為其業務撥資。本集團繼續對庫務政策實施嚴格控制。本公司擬以現有銀行結餘為本集團之未來業務、資本支出及其他資本需求撥資。

於二零一三年十二月三十一日，銀行融資之利率按中國人民銀行貸款基準利率下浮5%收取（二零一二年：無）。

於二零一三年十二月三十一日，本集團並無任何銀行及其他之借款餘額（二零一二年：無）。

除上述外，本集團之資本架構並無任何重大變動。

重大收購、出售事項及重大投資

於本期間，本集團與上海同濟新產業發展有限公司訂立協議；以代價人民幣800,000向其收購其持有上海易寶軟件有限公司（「上海易寶」）之10%股權（該「收購」）。完成收購後，上海易寶將成為本公司之間接全資附屬公司。有關該收購詳情已在本司日期為二零一三年十二月五日之公告內詳述。

截止本報告日，該收購尚未完成。

除上述外，截至二零一三年十二月三十一日止六個月，本公司並無作出任何其他重大投資及重大收購或出售事項。

In respect of the Group's current assets of approximately HK\$300,258,000 as at 31 December 2013 (as at 30 June 2013: approximately HK\$283,181,000), trade receivable (net of provision for doubtful debts) account for 30.0% (as at 30 June 2013: 32.8%) whilst cash, bank balances and deposits accounted for about 35.6% (as at 30 June 2013: 31.2%). As at 31 December 2013, the Group's cash, balance balances and deposits amounted to approximately HK\$106,915,000 (as at 30 June 2013: approximately HK\$88,286,000). All of the Group's cash, balance balances and deposits were denominated in Australian dollars, Hong Kong dollars, Canadian dollars, pound Sterling, Renminbi, Singapore dollars and United States dollars.

As at 31 December 2013, the Group did not have any outstanding bank and other loan balance (as at 30 June 2013: Nil).

GEARING RATIO

As at 31 December 2013, the gearing ratio of the Group as a ratio of total liabilities over total assets was 31.8% (as at 30 June 2013: 35.1%).

CAPITAL STRUCTURE

The Group mainly finances its operation with internal resources. The Group continued to exert stringent control over treasury policies. The Company intends to finance the Group's future operations, capital expenditure and other capital requirement with the existing bank balance available.

As at 31 December 2013, the interest rate of banking facilities was charged at the range of Benchmark Lending Rate of the People's Bank of China less 5% (2012: Nil).

As at 31 December 2013, the Group did not have an outstanding bank and other loans (2012: Nil).

Save for the above, the capital structure of the Group had no material change.

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

During the Period, the Group had entered an agreement with Shanghai Tongji New Products Development Company (English name for identification only) to acquire its 10% equity interest in Shanghai EPRO Software Company Limited ("SH EPro") at a consideration of RMB800,000. Upon Completion of the acquisition, SH EPro will become an indirect wholly-owned subsidiary of the Company. Details of the Acquisitions are set out in the announcement of the Company dated 5 December 2013.

As at the date of this Report, the Acquisition had not yet completed.

Save as the above, the Company had no other significant investments and material acquisitions or disposals for the six months ended 31 December 2013.

資產抵押

本集團之銀行融資乃以下列各項作抵押：

- (i) 於二零一三年十二月三十一日及二零一二年十二月三十一日止期間，本公司作出之無限額公司擔保；及
- (ii) 本集團若干定期存款約為490,000港元（二零一二年：無）之抵押。

或然負債

於二零一三及二零一二年十二月三十一日，本公司就若干附屬公司所獲授之銀行融資提供無限額公司擔保而有或然負債。於報告期末，有關附屬公司並無動用該等融資額（二零一二年：無）。

外匯風險

本集團之所得收入及所致成本主要以澳元，港元，人民幣，新加坡元，加拿大元、歐元、英鎊及美元結算。

於期內，本集團訂立外匯遠期合約用作對沖支付供應商之外幣風險。

於二零一三年十二月三十一日，鑑於人民幣持續升值，為降低外匯風險而訂立但尚未履行之外匯遠期合約之名義金額為8,300,000美元。

人力資源安排

截止二零一三年十二月三十一日，本集團有1,409名員工（截止二零一二年十二月三十一日：1,429名）。員工酬金乃於每年或管理層認為合適時作出調整。酬金乃因應一連串因素而變動，包括本集團年內之業績表現、酬金於外部市場之競爭力，以及個別僱員之表現。僱員乃獲付固定酬金，以及獲發酌情花紅及各項福利（包括醫療保險、強制性公積金、購股權及所需培訓）。

CHARGES ON ASSETS

The banking facilities of the Group are secured by:

- (i) corporate unlimited guarantees executed by the Company for the period ended 31 December 2013 and 2012; and
- (ii) the pledge of certain of the Group's time deposits amounting to approximately HK\$490,000 (2012: Nil).

CONTINGENT LIABILITIES

As at 31 December 2013 and 2012, the Company had contingent liabilities in respect of corporate unlimited guarantees for banking facilities granted to certain subsidiaries. At the end of the reporting period, none of such facilities were utilised by the subsidiaries (2012: Nil).

FOREIGN CURRENCY RISK

The Group mainly generated revenue and incurred costs in Australian dollars, Hong Kong dollars, Renminbi, Singapore dollars, Canadian dollars, Euro, pound sterling and United States ("US") dollars.

During the period, the Group had entered foreign exchange forward contracts for hedging the foreign currency risk exposure on making payment to the suppliers.

As at 31 December 2013, the notional amount of the outstanding forward exchange contracts which were entered to mitigate foreign exchange risk in view of continuing appreciation of RMB was USD8,300,000.

DEPLOYMENT OF HUMAN RESOURCES

For the period ended 31 December 2013, the number of staff of the Group was 1,409 (For the period ended 31 December 2012: 1,429). Staff remuneration is reviewed once a year or as the management deems appropriate. Changes in remuneration are based on a range of factors including the Group's performance, the competitiveness of remuneration with the external market, and individual employee's performance during the year. Employees were paid at fixed remuneration with discretionary bonus and benefits of medical insurance, mandatory provident fund, share options and necessary training.

根據證券及期貨條例（「證券及期貨條例」）第XV部披露權益

A. 董事及主要行政人員

於二零一三年十二月三十一日，本公司董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份中擁有須記入本公司根據證券及期貨條例第352條存置之登記冊，或根據創業板上市規則第5.46條所載本公司董事進行買賣之規定標準須知會本公司及聯交所之權益及淡倉如下：

1. 於本公司股份之權益

董事姓名 Number of Director	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之 普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行 股本百分比* Percentage of issued share capital*
黃少康先生 Mr. HUANG Shaokang	實益擁有人 Beneficial owner	好倉 Long	147,960,000		2.91%
	受控制公司權益 Interest of controlled corporation	好倉 Long	773,966,942	(1)	15.19%
		合共 Total:	921,926,942		18.10%
孟虎先生 Mr. MENG Hu	實益擁有人 Beneficial owner	淡倉 Short	200,000,000		3.93%
	受控制公司權益 Interest of controlled corporations	好倉 Long	1,225,925,402	(2)	24.06%
周兆光先生 Mr. CHOW Siu Kwong	實益擁有人 Beneficial owner	好倉 Long	2,880,000		0.06%

附註：

- 該等773,966,942股本公司股份由China Dynamic Enterprises Limited（「China Dynamic」）擁有，China Dynamic由黃少康先生全資擁有。因此，根據證券及期貨條例第XV部，黃先生被視為於China Dynamic所持有之773,966,942股本公司股份中擁有權益。
- 1,050,793,202股本公司股份由Wise Focus International Limited（「Wise Focus」）擁有及175,132,200股本公司股份由Spacewalk International Limited（「Spacewalk」）擁有，Wise Focus及Spacewalk由孟虎先生全資擁有。因此，根據證券及期貨條例第XV部，孟先生被視為於Wise Focus所持有之1,050,793,202股本公司股份及Spacewalk所持有之175,132,200股本公司股份中擁有權益。

* 該百分比指擁有權益之普通股數目除以本公司於二零一三年十二月三十一日之已發行股份數目。

DISCLOSURE OF INTERESTS UNDER PART XV OF THE SECURITIES AND FUTURES ORDINANCE (THE "SFO")

A. DIRECTORS AND CHIEF EXECUTIVES

As at 31 December 2013, the interests and short positions of the directors and chief executives of the Company in the shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

1. Interests in shares of the Company

好倉／淡倉 Long position/ Short position	擁有權益之 普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行 股本百分比* Percentage of issued share capital*
好倉 Long	147,960,000		2.91%
	773,966,942	(1)	15.19%
	合共 Total:		18.10%
淡倉 Short	200,000,000		3.93%
好倉 Long	1,225,925,402	(2)	24.06%
好倉 Long	2,880,000		0.06%

Notes:

- These 773,966,942 shares of the Company were held by China Dynamic Enterprises Limited ("China Dynamic"), a corporation wholly controlled by Mr. HUANG Shaokang. Accordingly, Mr. Huang was deemed to be interested in 773,966,942 shares of the Company held by China Dynamic pursuant to Part XV of the SFO.
- 1,050,793,202 shares of the Company were held by Wise Focus International Limited ("Wise Focus") and 175,132,200 shares of the Company were held by Spacewalk International Limited ("Spacewalk"), Wise Focus and Spacewalk were wholly controlled by Mr. MENG Hu. Accordingly, Mr. Meng was deemed to be interested in 1,050,793,202 shares of the Company held by Wise Focus and 175,132,200 shares of the Company held by Spacewalk pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2013.

2. 於相聯法團之股份權益

董事並無呈報該權益。

除上文所披露者外，於二零一三年十二月三十一日，本公司董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有須列入本公司根據證券及期貨條例第352條予以存置之登記冊內之權益或淡倉，或根據創業板上市規則第5.46條所載本公司董事進行買賣之規定標準須向本公司及聯交所申報之權益或淡倉。

B. 主要股東

於二零一三年十二月三十一日，以下人士根據證券及期貨條例第336條規定本公司存置之登記冊所記錄於本公司股份中擁有5%或以上之權益：

主要股東名稱 Number of substantial shareholder	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行股本百分比* Percentage of issued share capital*
ChangAn Investment Holdings II Limited ("ChangAn Investment")	實益擁有人 Beneficial owner	好倉 Long	596,224,974	(1)	11.70%
IDG-Accel China Growth Fund II L.P.	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	596,224,974	(1)	11.70%
IDG-Accel China Growth Fund II Associates L.P.	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	596,224,974	(1)	11.70%
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG")	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	596,224,974	(1)	11.70%
HO Chi Sing先生 Mr. HO Chi Sing	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	596,224,974	(1)	11.70%
周全先生 Mr. ZHOU Quan	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	596,224,974	(1)	11.70%
Wise Focus	實益擁有人 Beneficial owner	好倉 Long	1,050,793,202	(2)	20.63%
葉志如女士 Ms. YIP Chi Yu	配偶權益 Interest of spouse	好倉 Long	921,926,942	(3)	18.10%
	配偶權益 Interest of spouse	淡倉 Short	200,000,000	(3)	3.93%
China Dynamic	實益擁有人 Beneficial owner	好倉 Long	773,966,942	(4)	15.19%
Innopac Holdings Limited ("Innopac")	實益擁有人 Beneficial owner	好倉 Long	532,940,000	(5)	10.46%
陳靈健先生 Mr. CHEN Ling Sonny	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	532,940,000	(5)	10.46%

2. Interests in shares of the associated corporation of the Company

No such interest was reported by the Directors.

Save as disclosed above, as at 31 December 2013, none of the directors nor the chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of the Company as referred to in Rule 5.46 of the GEM Listing Rules.

B. SUBSTANTIAL SHAREHOLDERS

As at 31 December 2013, the following parties had interests of 5% or more in the shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

主要股東名稱 Number of substantial shareholder	身份 Capacity	好倉／淡倉 Long position/ Short position	擁有權益之普通股數目 Number of ordinary shares interested	附註 Notes	佔已發行股本百分比* Percentage of issued share capital*
Talent Gain Developments Limited ("Talent Gain")	實益擁有人 Beneficial owner	好倉 Long	266,000,000	(6)	5.22%
Digital China (BVI) Limited	於受控制之法團之權益 Interest of controlled corporation	好倉 Long	266,000,000	(6)	5.22%
Digital China Holdings Limited	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	266,000,000	(6)	5.22%

附註：

- 該等596,224,974股本公司股份由ChangAn Investment擁有。ChangAn Investment由IDG-Accel China Growth Fund II L.P.控制92.44%權益，而IDG-Accel China Growth Fund II L.P.由IDG-Accel China Growth Fund II Associates L.P.全權控制。IDG-Accel China Growth Fund II Associates L.P.由IDG全權控制，而IDG由周全先生及HO Chi Sing先生控制。因此，根據證券及期貨條例第XV部，IDG-Accel China Growth Fund II L.P.、IDG-Accel China Growth Fund II Associates L.P.、IDG、周全先生及HO Chi Sing先生被視為於ChangAn Investment所持有之596,224,974股股份中擁有權益。
- 該等1,050,793,202股本公司股份由Wise Focus擁有，Wise Focus由孟虎先生全權控制。有關權益亦已於上文「根據證券及期貨條例第XV部披露權益 – A.董事及主要行政人員」一段披露為孟先生之權益。
- 根據證券及期貨條例第XV部，葉志如女士透過其配偶黃少康先生之權益被視為於本公司之921,926,942股股份（好倉）及200,000,000股股份（淡倉）中擁有權益。
- 該等773,966,942股本公司股份由China Dynamic擁有，China Dynamic由黃少康先生全權控制。有關權益亦已於上文「根據證券及期貨條例第XV部披露權益 – A.董事及主要行政人員」一段披露為黃先生之權益。
- 該等532,940,000股本公司股份由Innopac擁有，Innopac由陳靈健先生全權控制。因此，根據證券及期貨條例第XV部，陳先生被視為於Innopac所持有之本公司532,940,000股股份中擁有權益。
- 該等266,000,000股本公司股份由Talent Gain擁有，Talent Gain由Digital China (BVI) Limited全權控制。Digital China (BVI) Limited則由Digital China Holdings Limited全權控制。因此，根據證券及期貨條例第XV部，Digital China (BVI) Limited及Digital China Holdings Limited被視為於Talent Gain所持有之266,000,000股股份中擁有權益。

* 該百分比指擁有權益之普通股數目除以本公司於二零一三年十二月三十一日之已發行股份數目。

Notes:

- These 596,224,974 shares of the Company were held by ChangAn Investment. ChangAn Investment was controlled as to 92.44% by IDG-Accel China Growth Fund II L.P. which was wholly controlled by IDG-Accel China Growth Fund II Associates L.P.. IDG-Accel China Growth Fund II Associates L.P. was wholly controlled by IDG, which was in turn controlled by Mr. ZHOU Quan and Mr. HO Chi Sing. Accordingly, IDG-Accel China Growth Fund II L.P., IDG-Accel China Growth Fund II Associates L.P., IDG, Mr. ZHOU Quan and Mr. HO Chi Sing were deemed to be interested in 596,224,974 shares held by ChangAn Investment pursuant to Part XV of the SFO.
- These 1,050,793,202 shares of the Company were held by Wise Focus, a corporation wholly controlled by Mr. MENG Hu. Such interest was also disclosed as the interest of Mr. Meng in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives".
- Ms. YIP Chi Yu was deemed to be interested in 921,926,942 shares (long position) and 200,000,000 shares (short position) of the Company through the interests of her spouse, Mr. HUANG Shaokang, pursuant to Part XV of the SFO.
- These 773,966,942 shares of the Company were held by China Dynamic, a corporation wholly controlled by Mr. HUANG Shaokang. Such interest was also disclosed as the interest of Mr. Huang in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives".
- These 532,940,000 shares of the Company were held by Innopac, a corporation wholly controlled by Mr. CHEN Ling Sonny. Accordingly, Mr. Chen was deemed to be interested in 532,940,000 shares of the Company held by Innopac pursuant to Part XV of the SFO.
- These 266,000,000 shares of the Company were by Talent Gain, a corporation wholly controlled by Digital China (BVI) Limited. Digital China (BVI) Limited, which was in turn wholly controlled by Digital China Holdings Limited. Accordingly, Digital China (BVI) Limited and Digital China Holdings Limited were deemed to be interested in 266,000,000 shares held by Talent Gain pursuant to Part XV of the SFO.

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 December 2013.

除上文所披露者外，於二零一三年十二月三十一日，據本公司董事或主要行政人員所知悉，除上文「根據證券及期貨條例第XV部披露權益—A.董事及主要行政人員」一段所載權益之董事外，並無任何人士已登記須根據證券及期貨條例第336條予以記錄之本公司股份或相關股份中之權益或淡倉。

購股權計劃

於二零一三年十二月三十一日，購股權計劃並無任何尚未行使之購股權。於本報告期內，本購股權計劃概無授出／行使／失效／取消任何購股權。

董事收購股份之權利

除於上文「根據證券及期貨條例第XV部披露權益—A.董事及主要行政人員」一段所披露者外，於本期間任何時間概無授予任何董事或彼等各自之配偶或未成年十八歲之子女透過收購本公司股份或債券以獲得利益之權利，或有該等權利由彼等行使；而本公司或其任何附屬公司亦概無訂立任何安排，以致本公司董事可從任何其他公司實體獲得該等權利。

足夠公眾持股量

根據本公司獲得之公開資料及據董事所知，於本報告日期，公眾人士持有本公司已發行股本總額至少25%。

訴訟

於二零一二年八月十六日，原告Klipsch Group, Inc.（「原告」）就(i)商標假冒；(ii)商標侵權；及(iii)虛假指定原產地在美利堅合眾國（「美國」）聯邦區域法院（「法院」）對若干被告（包括本集團其中一個線上銷售平台（「被告人之網域」））提起訴訟（「訴訟」）。原告聲稱，彼等在美國註冊若干產品（「Klipsch品牌產品」），而侵權Klipsch品牌產品已透過被告人之網域售予美國之客戶。據此，原告尋求損害賠償、律師費及制裁。因此，原告於二零一二年八月二十七日指示貝寶凍結本集團貝寶賬戶2,000,000美元（相當於15,600,000港元）（「凍結金額」）。

Save as disclosed above, as at 31 December 2013, so far as is known to any director or chief executive of the Company, no person, other than the directors whose interests are set out in the above paragraph under “Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives”, had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

SHARE OPTION SCHEME

As at 31 December 2013, there was no option outstanding under the Share Option Scheme. No options were granted/exercised/lapsed/cancelled under the Share Option Scheme during the reporting period.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from those as disclosed in the above paragraph under “Disclosure of interest under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives”, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body incorporated.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this report.

LITIGATION

On 16 August 2012, the plaintiff (the “Plaintiff”), Klipsch Group, Inc., filed a suit in the federal district court (the “Court”) in the United States (the “U.S.”) against certain defendants, including one of the online sales platforms (the “Subject Domain”) of the Group, in respect of (i) trademark counterfeiting; (ii) trademark infringement; and (iii) false designation of origin (the “Litigation”). The Plaintiff claimed that certain products (the “Klipsch-Branded Items”) were registered by them in the U.S. and that infringing Klipsch-Branded Items had been sold to customers in the U.S. via the Subject Domain. The Plaintiff sought damages, attorneys' fees and sanctions. Hence, the Plaintiff instructed Paypal to freeze US\$2,000,000 (equivalent to HK\$15,600,000) (the “Frozen Amount”) from the Group's Paypal account on 27 August 2012.

於二零一二年九月二十一日，本集團向法院遞交銷售文件，表明進入美國之侵權Klipsch品牌產品之銷售額（「侵權銷售額」）不足700美元。法院考慮到凍結金額實屬過多，因此，於二零一二年十月十一日，法院頒令將凍結金額由2,000,000美元減少至20,000美元（相等於156,000港元）。原告於二零一二年十二月指稱被告人之網域繼續銷售額外Klipsch品牌產品。本集團已遞交額外銷售文件，證實銷往美國之額外Klipsch品牌產品產生之收入不足125美元。於本報告日期，並無舉行聆訊以釐定原告申索之案情，且訴訟尚未結束。

本公司董事（「董事」）已謹慎地評估該訴訟所產生之律師費及索償（如有的話）對該財務報表之影響。經考慮後，(i)侵權銷售額對本集團綜合財務報表而言並不重大；及(ii)涉嫌侵權之Klipsch品牌產品乃由本集團其中一個供應商（「供應商A」）提供，根據本集團與供應商A於二零一一年七月一日開始之供應商協議，供應商A須悉數彌償本集團因以下原因所產生之所有負債、損失、成本及開支：(a)任何違反有關彼等產品之保證；及／或(b)有關彼等產品之產品侵權、專利、版權、設計權及商標或其他知識產權之任何法律索償，董事認為在本集團截止二零一三年十二月三十一日之綜合財務報表內已作出充足的撥備。

董事於競爭業務之權益

本公司董事、上市時管理層股東或彼等各自之聯繫人士概無於任何對本集團業務構成競爭或可能構成競爭之業務中擁有權益。

購買、出售或贖回本公司上市證券

截至二零一三年十二月三十一日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

董事進行之證券交易

本集團已遵照創業板上市規則第5.48條至第5.67條之規定採納規管董事進行證券交易之嚴格常規。可能擁有本集團尚未發表之股價敏感資料之相關僱員亦須遵照不遜於該等規則所載者之指引。截至二零一三年十二月三十一日止六個月，並未出現任何未獲遵守之情況。

關連交易

詳細請參閱本報告之「重大收購、出售事項及重大投資」。

On 21 September 2012, the Group filed sales documents with the Court indicating that the sales amount (the “Infringing Sales Amount”) of the infringing Klipsch-Branded Items into the U.S. amounted to less than US\$700. The Court considered that the Frozen Amount was excessive and accordingly, the Court entered an order reducing the Frozen Amount from US\$2,000,000 to US\$20,000 (equivalent to HK\$156,000) on 11 October 2012. The Plaintiff asserted in December 2012 that the Subject Domain continued to sell additional Klipsch-Branded Items. The Group filed additional sales documents establishing that the revenues derived from sales into the U.S. of the additional Klipsch-Branded Items were less than US\$125. At the date of this report, no hearing to determine the merits of Plaintiff’s claim has been held and the Litigation has not yet been closed.

The directors of the Company (the “Director”) have exercised their due care in assessing the financial impact in respect of the legal costs and claims, if any, of the Litigation. After consideration of (i) the Infringing Sales Amount were not material to the consolidated financial statements of the Group; and (ii) the allegedly-infringing Klipsch-Branded Items were supplied by one of their suppliers (“Supplier A”) whereas, pursuant to a supplier agreement commenced on 1 July 2011 entered into between the Group and Supplier A, Supplier A has to indemnify the Group in full against all liabilities, damages, costs and expenses arising from (a) any breach of warranty in relation to their products; and/or (b) any legal claims in respect of the product infringe, patent, copyright, design right and trade mark or other intellectual property right in relation to their products, the Directors are of the opinion that sufficient provision has been made in the consolidated financial statements of the Group for the period ended 31 December 2013.

DIRECTORS’ INTERESTS IN A COMPETING BUSINESS

None of the directors, initial management shareholders or their respective associates of the Company has an interest in a business which competes or may compete with the business of the Group.

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

During the six months ended 31 December 2013, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the of the Company listed securities.

SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted stringent procedures governing director’s securities transaction in compliance with Rules 5.48 to 5.67 of the GEM Listing Rules. Relevant employees who are likely to be in possession of unpublished price-sensitive information of the Group are also subject to compliance with guidelines with no less exacting terms than those set out in the Rules. No incidence of non-compliance was noted for the six months ended 31 December 2013.

CONNECTED TRANSACTION

Please refer to “Material Acquisitions, Disposal and Significant Investments” of this Report for details.

企業管治

於截至二零一三年十二月三十一日止整個六個月內，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之守則條文。

審核委員會

本公司成立審核委員會（「委員會」），其書面職權範圍乃遵照創業板上市規則釐定。委員會之首要職務為審核及監督本集團之財務呈報過程及內部監控系統。委員會由五名獨立非執行董事方福偉先生、李觀保先生、朱志先生、林曉峰先生及林傑新先生組成。本集團截至二零一三年十二月三十一日止六個月之中期報告所載之資料並未經審核，但經由委員會審閱，而其認為該報告已遵守適用之會計準則及聯交所規定和法律規定，且已作出足夠披露。

董事

於本報告刊發日期，執行董事為黃少康先生、孟虎先生、周兆光先生及羅嘉先生，而獨立非執行董事為方福偉先生、李觀保先生、朱志先生、林曉峰先生及林傑新先生。

承董事會命

聯席主席

黃少康

聯席主席

孟虎

香港，二零一四年二月十三日

CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code set out in Appendix 15 of the GEM Listing Rules throughout the six months ended 31 December 2013.

AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) with written terms of reference in compliance with the requirements of the GEM Listing Rules. The primary duties of the Committee are to review and provide supervision over the financial reporting process and internal control of the Group. The Committee comprises five independent non-executive directors, Mr. FONG Fuk Wai, Mr. LI Guanbao, Mr. ZHU Zhi, Mr. LIN Xiaofeng and Mr. LAM Kit Sun. The information contained in the Group’s interim report for the six months ended 31 December 2013 has not been audited but has been reviewed by the Committee, who was of opinion that such report compiled with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

DIRECTORS

As at the date of this report, the executive directors are Mr. HUANG Shaokang, Mr. MENG Hu, Mr. CHOW Siu Kwong and Mr. LUO Jia; and the independent non-executive Directors are Mr. FONG Fuk Wai, Mr. LI Guanbao, Mr. ZHU Zhi, Mr. LIN Xiaofeng and Mr. LAM Kit Sun.

By order of the Board

HUANG Shaokang

Co-Chairman

MENG Hu

Co-Chairman

Hong Kong, 13 February 2014