



M DREAM INWORLD LIMITED

聯夢活力世界有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock Code 股份代號：8100



FIRST QUARTERLY REPORT 第一季度業績報告

2014

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

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of M Dream Inworld Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (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: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色，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新興的性質所然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，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的任何損失承擔任何責任。

本報告的資料乃遵照香港聯合交易所有限公司《創業板證券上市規則》(「《創業板上市規則》」)而刊載，旨在提供有關聯夢活力世界有限公司(「本公司」)的資料；本公司各董事(「董事」)願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各重要方面均屬準確完備，並無誤導或欺詐成分；(2)並無遺漏其他事項，足以令致本報告所載任何陳述產生誤導；及(3)本報告所表達一切意見均經過審慎周詳考慮後方始作出，並以公平合理之基準及假設為依據。

Financial Highlights (unaudited) 財務摘要(未經審核)

- The turnover of the Group was approximately HK\$43,811,000 for the three months ended 31 March 2014 ("Period") representing an increase of approximately 6,400% as compared to the turnover for the corresponding period in 2013 of approximately HK\$674,000.
- The Group recorded a net profit of approximately HK\$16,108,000 for the Period, compared to the loss for the corresponding period in 2013 of approximately HK\$262,546,000.
- The Group recorded a profit attributable to owners of the Company of approximately HK\$4,085,000 for the Period compared to the loss attributable to owners of the Company of approximately HK\$262,546,000 for the same period in last year. The profit was mainly due to the operating profit contributed by Apperience Corporation (a non-wholly owned subsidiary of the Company) and its subsidiaries, which are principally engaged in the research, development and distribution of personal computer performance software, anti-virus software, mobile applications and toolbar advertisement.
- Earnings per share for profit attributable to owners of the Company for the Period was HK0.08 cent.
- The Directors do not recommend the payment of any dividend for the Period.
- 截至二零一四年三月三十一日止三個月(「本期間」)，本集團的營業額約為43,811,000港元，較二零一三年同期的營業額約674,000港元增加約6,400%。
- 於本期間內，本集團錄得純利約16,108,000港元，而二零一三年同期則錄得虧損約262,546,000港元。
- 於本期間內，本集團錄得本公司擁有人應佔溢利約4,085,000港元，而去年同期的本公司擁有人應佔虧損則約為262,546,000港元。錄得溢利主要由於本公司非全資附屬公司Apperience Corporation及其附屬公司貢獻經營溢利，該公司主要從事研究、開發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告。
- 於本期間內，本公司擁有人應佔溢利的每股盈利為0.08港仙。
- 董事不建議就本期間派付任何股息。

Condensed Consolidated Statement of Profit or Loss – Unaudited

簡明綜合損益表 – 未經審核

The board of Directors (the “Board”) of M Dream Inworld Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2014 (the “Period”), together with the comparative unaudited figures for the corresponding period in 2013, as follows:

聯夢活力世界有限公司(「本公司」)董事會(「董事會」)欣然公佈，本公司及其附屬公司(統稱「本集團」)截至二零一四年三月三十一日止三個月(「本期間」)的未經審核簡明綜合業績，連同二零一三年同期的未經審核比較數字如下：

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
	Note		
	附註		
Turnover	4	43,811	674
Cost of sales		(8,404)	(190)
Gross profit		35,407	484
Other revenue and other gains and losses	5	(5,552)	(255,817)
Selling and administrative expenses		(8,569)	(5,524)
Profit/(loss) from operations		21,286	(260,857)
Finance costs	6a	(261)	(1,689)
Profit/(loss) before taxation	6	21,025	(262,546)
Income tax	8	(4,917)	–
Profit/(loss) for the period		16,108	(262,546)
Profit/(loss) attributable to:			
Owners of the Company		4,085	(262,546)
Non-controlling interests		12,023	–
		16,108	(262,546)
Earnings/(loss) per share			
Basic	9	HK0.08 cent 港仙	(HK20.76 cents 港仙)
Diluted		HK0.07 cent 港仙	N/A 不適用

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income – Unaudited

簡明綜合損益及其他全面收益表 – 未經審核

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
	Note 附註		
Profit/(loss) for the period	本期間溢利／(虧損)	16,108	(262,546)
Other comprehensive income for the period:	本期間其他全面收益：		
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益的項目：</i>		
Exchange differences on translation of financial statements of overseas subsidiaries	折算海外附屬公司財務報表產生的匯兌差額	(22)	(11)
Fair value gain on available-for-sale financial assets	可供出售金融資產的公平價值收益	747	-
	12		
Other comprehensive income for the period, net of tax	本期間其他全面收益，扣除稅項	725	(11)
Total comprehensive income for the period	本期間全面收益總額	16,833	(262,557)
Total comprehensive income attributable to:	以下人士應佔全面收益總額：		
Owners of the Company	本公司擁有人	4,820	(262,557)
Non-controlling interests	非控股權益	12,013	-
		16,833	(262,557)

Condensed Consolidated Statement of Changes in Equity – Unaudited

簡明綜合權益變動表 – 未經審核

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔								Non-controlling interests		Total equity
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible note equity reserve	Investment revaluation reserve	Exchange reserve	Accumulated losses	Total		
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	投資重估儲備	匯兌儲備	累計虧損	總計	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元	千港元
At 1 January 2013	於二零一三年一月一日	124,889	206,661	6,426	310	6,605	-	5	(206,816)	138,080	-	138,080
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(262,546)	(262,546)	-	(262,546)
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	-	(11)	-	(11)	-	(11)
Total comprehensive income for the period	本期間全面收益總額	-	-	-	-	-	-	(11)	(262,546)	(262,557)	-	(262,557)
Issue of convertible notes on 31 March 2013	於二零一三年三月三十一日發行可換股票據	-	-	-	-	325,290	-	-	-	325,290	-	325,290
Arising from acquisition of subsidiaries	收購附屬公司所產生	-	-	-	-	-	-	-	-	-	27,119	27,119
Shares issued on conversion of convertible notes	兌換可換股票據時發行股份	20,000	2,170	-	-	(6,605)	-	-	-	15,565	-	15,565
Changes in equity for the period	本期間權益變動	20,000	2,170	-	-	318,685	-	-	-	340,855	27,119	367,974
At 31 March 2013	於二零一三年三月三十一日	144,889	208,831	6,426	310	325,290	-	(6)	(469,362)	216,378	27,119	243,497
At 1 January 2014	於二零一四年一月一日	492,562	46,682	414,679	310	13,809	-	(60)	(414,226)	553,756	35,498	589,254
Profit for the Period	本期間溢利	-	-	-	-	-	-	-	4,085	4,085	12,023	16,108
Other comprehensive income for the Period	本期間其他全面收益	-	-	-	-	-	747	(12)	-	735	(10)	725
Total comprehensive income for the Period	本期間全面收益總額	-	-	-	-	-	747	(12)	4,085	4,820	12,013	16,833
At 31 March 2014	於二零一四年三月三十一日	492,562	46,682	414,679	310	13,809	747	(72)	(410,141)	558,576	47,511	606,087

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

1. CORPORATE INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 30 July 2001 and continued in Bermuda on 9 January 2014 (Bermuda time). The registered office of the Company is located at Clarendon House, 2 Church Street, HM 11, Bermuda. The principal place of business in Hong Kong is Room 515, 5/F, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong.

The Company is listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The principal activity of the Company is investment holding. The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business"), (ii) the provision of website development, e-learning products and services ("E-learning Business"), (iii) securities investment ("Securities Investment Business") and (iv) money lending ("Money Lending Business") during the Period.

This first quarterly unaudited condensed consolidated financial information is presented in thousands of units of Hong Kong Dollars ("\$'000"), unless otherwise stated. Hong Kong dollars ("HK\$") is the Company's functional and the Group's presentation currency.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules").

The Group's 2014 first quarterly unaudited financial statements have been prepared under the historical cost convention, except for certain investment property, financial assets and liabilities which have been measured at fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2013 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA that are adopted for the first time for the current period's financial statements.

1. 公司資料

本公司於二零零一年七月三十日在開曼群島註冊成立為獲豁免有限公司，並於二零一四年一月九日（百慕達時間）在百慕達存續。本公司註冊辦事處位於Clarendon House, 2 Church Street, HM 11, Bermuda。香港主要營業地點為香港新界沙田小瀝源源順圍10-12號康健科技中心5樓515室。

本公司於香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）上市。本公司的主要業務為投資控股。於本期間內，本集團的主要業務為(i)研究、開發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告（「軟件業務」）；(ii)提供網站開發、電子學習產品及服務（「電子學習業務」）；(iii)證券投資（「證券投資業務」）及(iv)借貸（「借貸業務」）。

除非另有說明，否則本第一季度未經審核簡明綜合財務資料以千港元（「千元」）的單位列報。港元（「港元」）為本公司的功能貨幣及本集團的列報貨幣。

2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）、香港公認會計原則，以及香港《公司條例》及《創業板證券上市規則》（「《創業板上市規則》」）的披露規定編製。

除若干以公平價值計量的投資物業、金融資產及負債外，本集團二零一四年第一季度未經審核財務報表乃根據歷史成本基準編製。除本期間的財務報表首次採納香港會計師公會頒佈的新訂及經修訂準則、修訂及詮釋（「新訂及經修訂香港財務報告準則」）外，編製此等未經審核簡明綜合財務報表時採用的主要會計政策與編製截至二零一三年十二月三十一日止年度全年綜合財務報表所採用者一致。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2014. HKFRSs comprise Hong Kong Financial Reporting Standards; Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior accounting periods.

The Group has not early applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether new HKFRSs would have a material impact on its operations and financial position.

4. TURNOVER

Turnover represents the sales value of goods and services supplied to customers. An analysis of the Group's turnover for the periods is as follows:

3. 採納新訂及經修訂香港財務報告準則

於本期間內，本集團已採納所有由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，該等準則與本集團業務有關，且於二零一四年一月一日開始的本集團會計年度生效。香港財務報告準則包括香港財務報告準則、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團的會計政策以及本集團於現時及過往會計期間呈列的財務報表及所呈報金額出現重大變動。

本集團並無提早應用已頒佈但尚未生效的新訂香港財務報告準則。本公司已著手評估該等新訂香港財務報告準則的影響，但尚未能指出該等新訂香港財務報告準則會否對其經營業務及財務狀況構成重大影響。

4. 營業額

營業額指向客戶供應貨品及服務的銷售價值。本集團各期間的營業額分析如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2014 二零一四年 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)
Provision of website development, e-learning products and services	提供網站開發、電子學習產品及服務	—	674
Sales of computer and mobile phone software and toolbar advertisement	銷售電腦及流動電話軟件以及工具欄廣告所得收入	43,624	—
Loan interest income	貸款利息收入	187	—
		43,811	674

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

5. OTHER REVENUE AND OTHER GAINS AND LOSSES

5. 其他收入以及其他收益及虧損

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2014	2013
		二零一四年	二零一三年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
	Note		
	附註		
Other revenue	其他收入		
Bank interest income	銀行利息收入	–	226
Fair value gain on financial assets at fair value through profit or loss	透過損益以公平價值列賬的金融資產的公平價值收益	9	430
Rental income	租金收入	225	–
Income from provision of business centre services	提供商務中心服務所得收入	–	60
Other investment interest income	其他投資利息收入	–	5
		234	721
Other gains and losses, net	其他收益及虧損淨額		
Fair value loss on performance shares	表現股份的公平價值虧損	13	(5,809)
Foreign exchange gains	匯兌收益	23	–
Impairment loss on goodwill	商譽減值虧損	–	(256,585)
Net sundry income	雜項收入淨額	–	10
Recovery from impairment loss on trade receivables	撥回貿易應收賬款減值虧損	–	37
		(5,786)	(256,538)
Other revenue and other gains and losses	其他收入以及其他收益及虧損	(5,552)	(255,817)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the three months ended 31 March 2014
(Expressed in Hong Kong dollars)

截至二零一四年三月三十一日止三個月
(以港元列示)

6. PROFIT/(LOSS) BEFORE TAXATION

Profit/(loss) before taxation has been arrived at after charging:

6. 除稅前溢利/(虧損)

除稅前溢利/(虧損)已扣除：

		Three months ended 31 March 截至三月三十一日止三個月	
		2014 二零一四年 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)
(a) Finance costs:	(a) 融資成本：		
Interest on bank loans:	銀行貸款利息：		
— wholly repayable within 5 years	— 須於五年內悉數償還	—	25
Effective interest on convertible notes	可換股票據的實際利息	261	1,664
		261	1,689
(b) Staff costs (including directors' remuneration):	(b) 員工成本(包括董事酬金)：		
Salaries, wages and other benefits	薪金、工資及其他福利	1,122	1,876
Retirement scheme contributions	退休計劃供款	30	42
		1,152	1,918
(c) Other items:	(c) 其他項目：		
Amortisation of intangible assets	無形資產攤銷	3,766	154
Auditor's remuneration	核數師酬金	220	101
Depreciation	折舊	65	135
Fair value loss on performance shares	表現股份的公平價值虧損	5,809	—
Impairment loss on goodwill	商譽減值虧損	—	256,585
Legal and professional fees	法律及專業費用	778	1,582

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7. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current period's presentation. The changes included the reclassification of fair value gain on financial assets through profit or loss from other gains and losses to other revenue in the current period.

7. 比較數字

若干比較數字已重新分類，以符合本期間的列報方式。變動包括於本期間內將透過損益列賬的金融資產的公平價值收益由其他收益及虧損重新分類至其他收入。

8. INCOME TAX

Income tax in the unaudited condensed consolidated statement of profit or loss represents:

8. 所得稅

未經審核簡明綜合損益表的所得稅指：

		Three months ended 31 March 截至三月三十一日止三個月	
		2014 二零一四年 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)
Current tax	當期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Provision for the period (Note 1)	本期間撥備(附註1)	5,159	—
— Japan	— 日本		
Withholding tax for the period (Note 2)	本期間預扣稅(附註2)	37	—
Deferred tax	遞延稅項	(279)	—
		4,917	—

Note 1: Provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the Period.

No provision for Hong Kong Profits Tax was required for the corresponding period in 2013 since the Group has no estimated assessable profit for that period.

Note 2: Withholding tax in Japan, regarding the external sales for which customers are located in Japan, is charged at the appropriate current rates of taxation ruling in Japan. Except for the withholding tax in Japan, no taxation has been provided in unaudited condensed consolidated financial statements of the subsidiaries operating outside Hong Kong for the Period.

No taxation had been provided for subsidiaries operated outside Hong Kong for the corresponding period in 2013 since the overseas subsidiaries had no estimated assessable profit for that period.

附註1：香港利得稅撥備乃就本期間的估計應課稅溢利按稅率16.5%計算。

由於本集團於二零一三年同期並無估計應課稅溢利，故毋須就該期間的香港利得稅計提撥備。

附註2：有關與日本客戶進行外界銷售的日本預扣稅乃按照日本現行適用的稅率計算。除日本預扣稅外，於本期間內，概無於香港境外營運附屬公司的未經審核簡明綜合財務報表計提稅項撥備。

由於香港境外營運附屬公司於二零一三年同期並無估計應課稅溢利，故毋須就境外附屬公司於該期間的稅項計提撥備。

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9. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

The calculation of basic earnings/(loss) per share is based on the profit/(loss) attributable to owners of the Company and the weighted average number of ordinary shares in issue during the Period.

9. 每股盈利/(虧損)

(a) 每股基本盈利/(虧損)

每股基本盈利/(虧損)乃根據本期間本公司擁有人應佔溢利/(虧損)及已發行普通股的加權平均股數計算。

		Three months ended 31 March 截至三月三十一日止三個月	
		2014 二零一四年 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)
Earnings/(loss)	盈利/(虧損)		
Earnings/(loss) attributable to owners of the Company and earnings/(loss) for the purpose of calculating basic earnings/(loss) per share	本公司擁有人應佔盈利/(虧損)以及用作計算每股基本盈利/(虧損)的盈利/(虧損)	4,085	(262,546)
Number of shares	股份數目		
Weighted average of number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	用作計算每股基本盈利/(虧損)的普通股加權平均股數	4,925,620,935	1,264,449,880
Basic earnings/(loss) per share	每股基本盈利/(虧損)	HK0.08 cent 港仙	(HK20.76 cents 港仙)

(b) Diluted earnings/(loss) per share

No adjustment has been made to the basic loss per share presented for the three months ended 31 March 2013 in respect of a dilution as the impact of the convertible notes and share options outstanding had anti-dilutive effect.

The calculation of diluted earnings per share is based on the profit attributable to owners of the Company and the weighted average number of ordinary shares in issue during the Period.

(b) 每股攤薄盈利/(虧損)

由於尚未行使可換股票據及購股權具反攤薄影響，故概無就截至二零一三年三月三十一日止三個月所呈列每股基本虧損金額作出調整。

每股攤薄盈利乃根據本期間本公司擁有人應佔溢利及已發行普通股的加權平均股數計算。

		Three months ended 31 March 截至三月三十一日止三個月	
		2014 二零一四年 HK\$'000 千港元 (Unaudited) (未經審核)	
Earnings	盈利		
Earnings attributable to owners of the Company and earnings for the purpose of calculating diluted earnings per share	本公司擁有人應佔溢利以及用作計算每股攤薄盈利的盈利	4,085	
Number of shares	股份數目		
Weighted average of number of ordinary shares for the purpose of calculating diluted earnings per share	用作計算每股攤薄盈利的普通股加權平均股數	5,641,141,991	
Diluted earnings per share	每股攤薄盈利	HK0.07 cent 港仙	

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10. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following four reportable segments.

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business")
- Website development, e-learning products and services ("E-learning Business")
- Securities investment ("Securities Investment Business")
- Money lending ("Money Lending Business")

(a) Segment results

For the purpose of monitoring segment performances and allocating resources between segments:

- Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense.
- Segment revenue reported below represents revenue generated from external customers. There were no inter-segment sales in the Period (2013: HK\$nil).

10. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。本集團呈列以下四個報告分部，列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致。

- 研究、開發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告（「軟件業務」）
- 網站開發、電子學習產品及服務（「電子學習業務」）
- 證券投資（「證券投資業務」）
- 借貸（「借貸業務」）

(a) 分部業績

為監管分部表現及分配分部之間的資源：

- 分部溢利／（虧損）指每個分部在並無分配中央行政成本、融資成本及所得稅開支下所賺取溢利／（出現虧損）。
- 下文所報告分部收入指來自外界客戶的收入。於本期間內並無分部間銷售（二零一三年：零港元）。

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10. SEGMENT REPORTING (continued)

10. 分部報告(續)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the period ended 31 March 2014 is set out below.

(a) 分部業績(續)

本集團截至二零一四年三月三十一日止期間的報告分部資料如下。

Three months ended 31 March 截至三月三十一日止三個月

		Software Business	E-learning Business	Securities Investment Business	Money Lending Business	Unallocated	Consolidated
		軟件業務	電子學習業務	證券投資業務	借貸業務	未分配	綜合
		2014	2014	2014	2014	2014	2014
		二零一四年	二零一四年	二零一四年	二零一四年	二零一四年	二零一四年
		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
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額						
Revenue from external customers	外界客戶收入	43,624	-	-	187	-	43,811
Results	業績						
Segment results	分部業績	29,143	(74)	(20)	174	-	29,223
Interest income	利息收入						-
Unallocated income	未分配收入						225
Unallocated expenses	未分配開支						(8,162)
Profit from operations	經營溢利						21,286
Finance costs	融資成本						(261)
Profit before taxation	除稅前溢利						21,025
Income tax	所得稅						(4,917)
Profit for the Period	本期間溢利						16,108
Other segment information:	其他分部資料:						
Amortisation of intangible assets	無形資產攤銷	(3,766)	-	-	-	-	(3,766)
Development cost capitalised	開發成本資本化	(5,257)	-	-	-	-	(5,257)
Depreciation	折舊	-	(11)	(15)	-	(39)	(65)
Fair value loss on performance shares	表現股份的公平價值虧損	-	-	-	-	(5,809)	(5,809)
Legal and professional fees	法律及專業費用	(316)	-	-	-	(462)	(778)

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10. SEGMENT REPORTING (continued)

10. 分部報告(續)

(a) Segment results (continued)

Information regarding the Group's reportable segments for the period ended 31 March 2013 is set out below.

(a) 分部業績(續)

本集團截至二零一三年三月三十一日止期間的報告分部資料如下。

		Three months ended 31 March 截至三月三十一日止三個月					
		Software Business 軟件業務 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	E-learning Business 電子學習業務 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	Securities Investment Business 證券投資業務 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	Money Lending Business 借貸業務 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	Unallocated 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	Consolidated 2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)
Turnover	營業額						
Revenue from external customers	外界客戶收入	-	674	-	-	-	674
Results	業績						
Segment results	分部業績	-	(578)	384	-	-	(194)
Interest income	利息收入						231
Unallocated income	未分配收入						47
Unallocated expenses	未分配開支						(260,941)
Loss from operations	經營虧損						(260,857)
Finance costs	融資成本						(1,689)
Loss before taxation	除稅前虧損						(262,546)
Income tax	所得稅						-
Loss for the period	本期間虧損						(262,546)
Other segment information:	其他分部資料:						
Additions to fixed assets	添置固定資產	-	(9)	(590)	-	(95)	(694)
Amortisation of intangible assets	無形資產攤銷	-	(154)	-	-	-	(154)
Development cost capitalised	開發成本資本化	-	(301)	-	-	-	(301)
Depreciation	折舊	-	(4)	(10)	-	(121)	(135)
Impairment loss on goodwill	商譽減值虧損	-	-	-	-	(256,585)	(256,585)
Legal and professional fees	法律及專業費用	-	-	(6)	-	(1,576)	(1,582)

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10. SEGMENT REPORTING (continued)

(b) Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

10. 分部報告(續)

(b) 地區資料

下表載列有關本集團來自外界客戶的收入的地區資料。客戶的地理位置是根據提供服務或交付貨品的位置釐定。

		Three months ended 31 March 截至三月三十一日止三個月	
		2014 二零一四年 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)
Revenue from external customers	外界客戶收入		
United States of America	美國	23,209	—
Germany	德國	1,245	—
United Kingdom	英國	2,828	—
Hong Kong	香港	270	674
Australia	澳洲	1,642	—
Canada	加拿大	1,641	—
Russia	俄羅斯	1,661	—
Japan	日本	1,487	—
Others (including Mainland China)	其他(包括中國內地)	9,828	—
		43,811	674

11. DIVIDENDS

The Directors do not recommend the payment of any dividend in respect of the Period (2013: nil).

11. 股息

董事不建議就本期間派付任何股息(二零一三年: 無)。

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12. FAIR VALUE GAIN ON AVAILABLE-FOR-SALE FINANCIAL ASSETS

On 13 June 2013, the Group entered into an acquisition agreement for the acquisition of 248,976,000 shares ("Acquired Shares") of DX.com Holdings Limited (formerly known as EPRO Limited) (a company listed on GEM (stock code: 8086)), at an aggregate consideration of approximately HK\$79,921,000 ("Shares Acquisition"). The completion of the Shares Acquisition took place on 27 August 2013. The Acquired Shares are classified as available-for-sales securities and subsequently measured at fair value. The gain or loss arising from changes in fair value is recognised in the statement of profit or loss and other comprehensive income. The fair value gain for the Period of approximately HK\$747,000, which represents the fair value of the Acquired Shares of approximately HK\$54,525,000, based on the bid price (HK\$0.219 per Acquired Share) as at 31 March 2014, over the fair value of the Acquired Share of approximately HK\$53,778,000, based on the bid price (HK\$0.216 per Acquired Share) as at 31 December 2013. The details of Shares Acquisition are set out in the Company's announcements dated 13 June 2013 and 27 August 2013 and the Company's circular dated 8 August 2013.

13. FAIR VALUE LOSS ON PERFORMANCE SHARES

Performance shares of the Company represent shares to be issued to the vendors in the acquisition of 50.5% of the issued share capital of Apperience Corporation on 31 March 2013. The loss on the fair value adjustment of performance shares is approximately HK\$5,809,000 which represents the difference between the fair value of performance shares of approximately HK\$110,377,000 as at the 31 March 2014 and the fair value of performance shares of approximately HK\$104,568,000 as at 31 December 2013.

14. RESERVES

The amounts of the Group's reserves and the movements therein for the Period and the same period of previous year are presented in the unaudited condensed consolidated statement of changes in equity.

12. 可供出售金融資產的公平價值收益

於二零一三年六月十三日，本集團訂立收購協議，以總代價約79,921,000港元收購248,976,000股DX.com控股有限公司（前稱易寶有限公司，於創業板上市的公司，股份代號：8086）股份（「收購股份」）（「股份收購」）。股份收購已於二零一三年八月二十七日完成。收購股份分類為可供出售證券，其後按公平價值計量。公平價值變動所產生收益或虧損於損益及其他全面收益表確認。於本期間內，公平價值收益約747,000港元指收購股份的公平價值約54,525,000港元（此乃根據於二零一四年三月三十一日的買入價每股收購股份0.219港元計算）高出收購股份的公平價值約53,778,000港元（此乃根據於二零一三年十二月三十一日的買入價每股收購股份0.216港元計算）的差額。有關股份收購的詳情載於本公司日期為二零一三年六月十三日及二零一三年八月二十七日的公告以及本公司日期為二零一三年八月八日的通函。

13. 表現股份的公平價值虧損

本公司的表現股份指將於二零一三年三月三十一日收購Apperience Corporation 50.5%已發行股本向賣方發行的股份。表現股份的公平價值調整虧損約為5,809,000港元，相當於表現股份於二零一四年三月三十一日的公平價值約110,377,000港元與表現股份於二零一三年十二月三十一日的公平價值約104,568,000港元的差額。

14. 儲備

本集團於本期間及去年同期的儲備金額及相應變動於未經審核簡明綜合權益變動表列報。

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15. COMMITMENT

Capital commitment at the end of the reporting period is as follows:

15. 承擔

以下為於報告期末的資本承擔：

	Three months ended 31 March	
	2014	2013
	二零一四年	二零一三年
	HK\$'000	HK\$'000
	千港元	千港元
Contracted but not provided for:		
— acquisition of a subsidiary	434	—

16. EVENTS AFTER THE REPORTING PERIOD

Acquisition of a licensed corporation (Insurance and Mandatory Provident Fund schemes brokerage business)

On 28 March 2014, the Group entered into a memorandum of understanding in relation to the proposed acquisition of the entire issued share capital of a target at a consideration of HK\$868,000 (subject to adjustment). The target is a company incorporated in Hong Kong with limited liability and is a licensed corporation to carry on business in Type 4 (advising on securities) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("SFO"), subject to conditions imposed by the Securities and Futures Commission of Hong Kong. The target is currently applying for the cancellation of its licensing status as a licensed corporation to carry on business in Type 4 (advising on securities) regulated activity under the SFO. The target is also registered as a member of the Professional Insurance Brokers Association to carry out long term (including linked long term) insurance & general insurance lines of business. The target is principally engaged in insurance & Mandatory Provident Fund schemes brokerage business. The completion of the acquisition took place on 2 April 2014 and the final consideration was approximately HK\$1,033,000. Details of the acquisition were set out in the Company's announcements dated 28 March 2014 and 2 April 2014.

Investment in online shopping business

On 8 April 2014, the Group entered into a subscription agreement in relation to a proposed subscription of 77% of the issued share capital of a target upon completion at a subscription price of HK\$14,000,000. The target is a company incorporated in Hong Kong with limited liability and is principally engaged in online retail and advertising business under the name of "Funshare.com". The website provides an online shopping platform, through which, the target promotes and markets the goods and services of certain third party suppliers or providers for a fixed commission. The completion of the subscription of shares took place on 23 April 2014. Details of the transaction were set out in the Company's announcements dated 8 April 2014 and 23 April 2014.

16. 報告期後事項

收購持牌法團(保險及強制性公積金計劃經紀業務)

於二零一四年三月二十八日，本集團訂立諒解備忘錄，內容有關建議按代價868,000港元(可予調整)收購目標公司全部已發行股本。目標公司為於香港註冊成立的有限公司，為可在香港證券及期貨事務監察委員會所規定條件規限下進行香港法例第571章證券及期貨條例(「證券及期貨條例」)項下第4類(就證券提供意見)受規管活動的持牌法團。目標公司目前正在申請註銷其作為可進行證券及期貨條例項下第4類(就證券提供意見)受規管活動的持牌法團的牌照狀況。目標公司亦為香港專業保險經紀協會的註冊會員，可從事長期(包括相連長期)保險及一般保險產品業務。目標公司主要從事保險及強制性公積金計劃經紀業務。收購事項已於二零一四年四月二日完成，最終代價約為1,033,000港元。有關收購事項詳情載於本公司日期為二零一四年三月二十八日及二零一四年四月二日的公告。

投資於網上購物業務

於二零一四年四月八日，本集團訂立認購協議，內容有關建議於完成時按認購價14,000,000港元認購目標公司的已發行股本77%。目標公司為於香港註冊成立的有限公司，主要以「Funshare.com」名義經營網上零售及廣告業務。該網站提供網上購物平台，目標公司可據此宣傳及推廣若干第三方供應商或提供者的貨品及服務，藉以換取固定佣金。認購股份已於二零一四年四月二十三日完成。有關交易詳情載於本公司日期為二零一四年四月八日及二零一四年四月二十三日的公告。

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BUSINESS REVIEW

Software Business

Subsequent to the completion of the acquisition of 50.5% of the issued share capital of Apperience Corporation (“Apperience”) last year, the Group has diversified its business into the information technology (“I.T.”) field of Software Business, bring in new momentum for the Group’s development. Apperience and its subsidiaries (collectively referred to as “Apperience Group”) are principally engaged in the research, development and distribution of software as well as toolbar advertisement and mobile applications. Its major product, Advanced System Care, can protect user’s personal computers from computer virus, detect security problems and enhance the system performance. The Apperience Group also derives income from the toolbar advertisement. To keep up with the ever-changing I.T. environment, Apperience Group closely monitors the I.T. trend and continuously upgrades its products.

During the Period, total revenue of the Software Business was approximately HK\$43,624,000, and the segment recorded a profit of approximately HK\$29,143,000.

Money Lending Business

Last year, Citi Profit Finance Limited, an indirect wholly-owned subsidiary of the Company, was granted a money lenders licence by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), and the Group also adopted the money lending policy and money lending procedure manual. The objectives of this policy and manual are to provide guidelines to the directors, senior management and officers of the Group in handling and/or monitoring the money lending procedures according to the Money Lenders Ordinance (Chapter 163 of the Laws of the Hong Kong).

The Money Lending Business is still at the development stage. During the Period, loan interest income under this business segment amounted to approximately HK\$187,000, and the segment recorded a gain of approximately HK\$174,000. The outstanding principal amount of loan receivables as at 31 March 2014 was HK\$11 million.

Securities Investment Business

The investment portfolio of the Group consists of investments in listed securities. During the Period, the segment recorded a minor loss of approximately HK\$20,000. However, the Group recorded fair value gain on available-for-sale financial assets of approximately HK\$747,000 for the Period.

E-learning Business

Due to keen competition in the e-learning market, the operating result is not satisfactory. The E-learning Business recorded no turnover for the Period, and the segment recorded a minor loss of approximately HK\$74,000. The management is thinking seriously about the prospect of this business segment.

業務回顧

軟件業務

於去年完成收購 Apperience Corporation (「Apperience」) 50.5% 已發行股本後，本集團多元化發展其業務至軟件業務資訊科技(「資訊科技」)領域，為本集團發展帶來新動力。Apperience 及其附屬公司(統稱「Apperience 集團」)主要從事研究、開發及分銷軟件以及工具欄廣告及流動電話應用程式。其旗艦產品 Advanced System Care 可保護用家的個人電腦免受電腦病毒入侵、偵測電腦安全問題及提升系統性能。Apperience 集團的收入亦來自工具欄廣告。為適應不斷轉變的資訊科技環境，Apperience 集團密切注視資訊科技潮流及不斷改良旗下產品。

於本期間內，軟件業務的總收入約為 43,624,000 港元，而分部則錄得溢利約 29,143,000 港元。

借貸業務

去年，本公司間接全資附屬公司聯信財務有限公司獲香港牌照法庭根據香港法例第 163 章放債人條例授出放債人牌照，而本集團亦採納借貸政策及借貸程序手冊。此項政策及手冊旨在為本集團董事、高級管理層及高級職員提供根據香港法例第 163 章放債人條例處理及／或監察借貸程序的指引。

借貸業務仍處於發展階段。於本期間內，此項業務分部所收取貸款利息收入約為 187,000 港元，而此分部錄得收益約 174,000 港元。於二零一四年三月三十一日，應收貸款未償還本金額為 11,000,000 港元。

證券投資業務

本集團的投資組合包括上市證券投資。於本期間內，該分部錄得約 20,000 港元的輕微虧損。然而，本集團於本期間內錄得約 747,000 港元的可供出售金融資產公平價值收益。

電子學習業務

由於電子學習市場競爭激烈，故經營業績不大理想。於本期間內，電子學習業務並無錄得營業額，而分部則錄得輕微虧損約 74,000 港元。管理層現正認真考慮該項業務分部的前景。

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FINANCIAL REVIEW

Turnover

For the Period under review, the turnover of the Group was approximately HK\$43,811,000, representing an increase of approximately 6,400% compared to the turnover for the three months period ended 31 March 2013 of approximately HK\$674,000. The turnover for the Period was mainly contributed by the Software Business.

Gross profit

The gross profit of the Group for the Period increased by 7,215% to approximately HK\$35,407,000 from approximately HK\$484,000 for the corresponding period in 2013.

Profit for the Period

The profit attributable to the owners of the Company for the Period was approximately HK\$4,085,000 compared to the loss attributable to owners of the Company of approximately HK\$262,546,000 for the three months period ended 31 March 2013. The profit for the Period was mainly contributed by the Software Business and the main reason for the loss for the three months period ended 31 March 2013 was the impairment loss on goodwill of approximately HK\$256,585,000.

Liquidity, financial resources and capital structure

As at 31 March 2014, the Group's cash and cash equivalents and pledged bank deposit amounted to totalling approximately HK\$88,658,000 (2013: HK\$174,241,000), which were principally denominated in United States dollar and Hong Kong dollar (2013: Renminbi, United States dollar and Hong Kong dollar).

The Group generally finances its operation using internally generated resources and proceeds raised from issue of convertible notes in previous year.

On 14 November 2012, the Company issued convertible notes to Wise Action Limited, a wholly owned subsidiary of Hong Kong Education (Int'l) Investments Limited, in a principal amount of HK\$20,000,000 as alternative financing instruments. The net proceeds from the convertible notes of approximately HK\$19,500,000 ("Net Proceeds") should be used (i) as to approximately HK\$5,000,000 for financing the business of website development, e-learning products and services; and (ii) as to approximately HK\$14,500,000 for future investments in e-commerce and/or other IT related business as and when opportunities arise. As at 31 March 2014, the Net Proceeds used for e-learning products and services of approximately HK\$1,692,000. On 23 April 2014, the investment in online shopping business of approximately HK\$14,000,000 was financed by the Net Proceeds. The details of the convertible notes were set out in the Company's announcements dated 28 September 2012, 14 November 2012 and 19 March 2013.

財務回顧

營業額

於回顧期間內，本集團的營業額約為43,811,000港元，較截至二零一三年三月三十一日止三個月期間的營業額約674,000港元增加約6,400%。本期間營業額主要來自軟件業務。

毛利

於本期間內，本集團的毛利由二零一三年同期約484,000港元上升7,215%至約35,407,000港元。

本期間溢利

於本期間內，本公司擁有人應佔溢利約為4,085,000港元，而截至二零一三年三月三十一日止三個月期間的本公司擁有人應佔虧損則約為262,546,000港元。本期間溢利主要來自軟件業務，而截至二零一三年三月三十一日止三個月期間錄得虧損主要由於商譽出現減值虧損約256,585,000港元。

流動資金、財務資源及資本架構

於二零一四年三月三十一日，本集團的現金及現金等價物以及已抵押銀行存款合共約為88,658,000港元(二零一三年：174,241,000港元)，主要以美元及港元(二零一三年：人民幣、美元及港元)列值。

本集團一般採用內部產生資源及上一年度發行可換股票據籌得的所得款項為業務營運提供資金。

於二零一二年十一月十四日，本公司向香港教育(國際)投資集團有限公司的全資附屬公司智僑有限公司發行本金額為20,000,000港元的可換股票據，作為另一融資工具。可換股票據的所得款項淨額約為19,500,000港元(「所得款項淨額」)，其中(i)約5,000,000港元用作撥付網站開發、電子學習產品及服務業務所需資金；及(ii)約14,500,000港元用作日後機會出現時投資於電子商貿及/或其他資訊科技相關業務。於二零一四年三月三十一日，用於電子學習產品及服務的所得款項淨額約為1,692,000港元。於二零一四年四月二十三日，投資於網上購物業務約14,000,000港元乃以所得款項淨額撥付。有關可換股票據詳情載於本公司日期為二零一二年九月二十八日、二零一二年十一月十四日及二零一三年三月十九日的公告。

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Reference is made to the Company's circular ("Circular") dated 23 February 2013 in relation to the very substantial acquisition of 50.5% of the issued share capital of Apperience. Capitalised terms used in this paragraph shall have the same meanings as defined in the Circular. In accordance with the Acquisition Agreement, subject to the Target Profit I being equal to or more than US\$10 million, the Company shall allot and issue, credited as fully paid, an aggregate of 726,171,294 Tranche I Performance Shares to the Vendors. Where the Target Profit I is less than US\$10 million and is a positive figure, the number of the Tranche I Performance Shares to be allotted and issued by the Company to the Vendors shall be 726,171,294 shares of the Company multiplied by the audited consolidated net profits of Apperience after taxation adjusted by Adjusted Items and divided by US\$10 million, being the target consolidated net profits of Apperience after taxation adjusted by Adjusted Items for the Target Profit Period I. Based on the preliminary review and analysis of the unaudited consolidated management accounts of Apperience for the year ended 31 March 2014, the expected Target Profit I is approximately US\$9.85 million and the expected number of Tranche I Performance Shares to be allotted and issued to the Vendors should be approximately 715 million ordinary shares of the Company. As Apperience is still in the process of preparing and finalising the audited consolidated financial report for the year ended 31 March 2014, the expected number of Tranche I Performance Shares to be allotted and issued to the Vendors and Target Profit I stated above are not based on any data or information being audited or reviewed by the auditors of the Company. Further information on the allotment and issue of Performance Shares will be disclosed in the forthcoming announcement to be issued by the Company in due course.

As at the date of this report, the issued share capital of the Company was HK\$492,562,093.5 divided into 4,925,620,935 ordinary shares of HK\$0.10 each.

Gearing ratio

As at 31 March 2014, the total assets of the Group were approximately HK\$777,700,000 (2013: HK\$763,006,000), whereas the total liabilities were approximately HK\$171,613,000 (2013: HK\$519,509,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 22.1% (2013: 68.1%).

Interim dividend

The Directors do not recommend to pay any interim dividend for the Period (2013: HK\$nil).

茲提述本公司日期為二零一三年二月二十三日的通函(「該通函」)，內容有關Apperience已發行股本50.5%的非常重大收購。本段所用詞彙與該通函所下定義具有相同涵義。根據收購協議，倘目標溢利I相等於或超過10,000,000美元，本公司須向賣方配發及發行合共726,171,294股入賬列作繳足的第一批表現股份。倘目標溢利I少於10,000,000美元但仍處於正數水平，本公司將向賣方配發及發行的第一批表現股份數目將為726,171,294股本公司股份乘以Apperience的經審核綜合除稅後純利(已就經調整項目作出調整)，再除以10,000,000美元(即Apperience於目標溢利期的目標綜合除稅後純利，已就經調整項目作出調整)。根據就Apperience截至二零一四年三月三十一日止年度的未經審核綜合管理賬目作出初步審閱及分析後所得，預期目標溢利I約為9,850,000美元，而預計向賣方配發及發行的第一批表現股份數目應為約715,000,000股本公司普通股。由於Apperience仍在編製及落實截至二零一四年三月三十一日止年度的經審核綜合財務報告，上述向賣方配發及發行第一批表現股份的預期數目及目標溢利I並非以任何經本公司核數師審核或審閱的數據或資料為依據。有關配發及發行表現股份的進一步資料將在本公司於適當時候刊發的公告披露。

於本報告日期，本公司的已發行股本為492,562,093.5港元，分為4,925,620,935股每股面值0.10港元的普通股。

資產負債比率

於二零一四年三月三十一日，本集團的資產總值約為777,700,000港元(二零一三年：763,006,000港元)，而負債總額則約為171,613,000港元(二零一三年：519,509,000港元)。本集團的資產負債比率(即負債總額與資產總值的比例)為22.1%(二零一三年：68.1%)。

中期股息

董事不建議就本期間派付任何中期股息(二零一三年：零港元)。

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Charges on the Group's Assets

The Group's pledged bank deposits of approximately US\$80,000 (approximately HK\$621,000) represented deposits pledged to bank to secure banking facilities to the extent of HK\$500,000 granted to the Group. The deposits are in US\$ and at fixed interest rate of 0.05% per annum. At 31 March 2014, the Group had available approximately HK\$448,000 of undrawn banking facilities.

At 31 March 2014, listed securities held by the Group with a total carrying amount of approximately HK\$54,525,000 has been charged in favour of a brokerage firms as collateral for the Group's liabilities in respect of its margin trading account. During the Period, the Group has not used the credit limit.

Foreign exchange exposure

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars and United States dollars.

Following the completion of the acquisition of Apperience last year, United States dollars became the main currencies transacted by the Group. Since Hong Kong dollars remain pegged to the United States dollars within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollars and has not entered into any foreign exchange contract as hedging measures. The Directors did not consider the Group was significantly exposed to any foreign currency exchange risk. Notwithstanding the above, the Group manages its foreign currency risk against other currencies by closely monitoring the movement of the foreign currency rates and may use hedging derivative, such as foreign currency forward contract, to manage its foreign currency risk as appropriate.

Financial risk

The Group's available-for-sale financial assets and performance shares which may be issued in connection with the acquisition of 50.5% of the issued share capital of Apperience are measured at fair value at the end of each reporting period. Therefore, the Group is exposed to equity security price risk due to the fluctuation of share price of available-for-sale financial assets and the changes in the Company's share prices to the extent that the Company's shares underline the fair value of performance shares. The Directors regularly review the exposure to the equity security price risk on the available-for-sale financial assets.

本集團資產抵押

本集團的已抵押銀行存款約80,000美元(約621,000港元)指抵押予銀行作為本集團獲授高達500,000港元銀行融資擔保的存款。有關存款以美元列值，並按固定年利率0.05厘計息。於二零一四年三月三十一日，本集團有可動用未提取銀行融資約448,000港元。

於二零一四年三月三十一日，本集團所持賬面總值約為54,525,000港元的上市證券已抵押予一間經紀行，作為其保證金貿易賬戶所涉及及負債的抵押品。於本期間內，本集團並無動用信貸限額。

外匯風險

於本期間內，本集團的業務活動主要以港元及美元列值。

於去年完成收購Apperience後，美元成為本集團的主要交易貨幣。由於港元仍在既定範圍內與美元掛鈎，故在兌美元上本集團並無承受任何重大外匯風險，亦無訂立任何外匯合約作為對沖措施。董事認為，本集團並無承受任何重大外匯風險。儘管存在上述情況，本集團仍透過密切監察外幣匯率走勢管理兌其他貨幣的外幣風險，並可能於適當情況下利用對沖衍生工具(如外幣遠期合約)管理其外幣風險。

財務風險

本集團的可供出售金融資產及就收購Apperience 50.5%已發行股本而可能發行的表現股份按於各報告期末的公平價值計量。因此，本集團承受股本證券價格風險，原因為可供出售金融資產股價波動及足以影響表現股份公平價值的本公司股份價格變動。董事定期審視可供出售金融資產的股本證券價格風險。

Management Discussions and Analysis

管理層討論及分析

Significant investment

Acquisition of a licensed corporation (Dealing in securities)

On 5 February 2014, the Group entered into a conditional sale and purchase agreement in relation to the proposed acquisition of the entire issued share capital of a target at a consideration of HK\$6 million (subject to adjustment). The target is a company incorporated in Hong Kong with limited liability and is a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO, subject to conditions imposed by the Securities and Futures Commission of Hong Kong. The target is principally engaged in the business of introducing clients to brokerage firms and securities companies in return for commission. The acquisition of the target is subject to a number of conditions precedent. As at the date of this report, the acquisition has not yet completed. Details of the transaction were set out in the Company's announcement dated 5 February 2014.

Material acquisitions and disposals

Apart from those disclosed in the significant investment and events after the reporting period in note 16 of the Notes to the Condensed Consolidated Financial Statements disclosed above, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 31 March 2014, the Group had approximately 10 employees (2013: 54 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are engaged.

On 24 December 2007, the share option scheme ("Share Option Scheme") was approved by shareholders of the Company in an extraordinary general meeting. The Share Option Scheme is to enable the Company to grant option to either Directors or employees of the Group in order to recognise and motivate their contribution, to provide incentives and to help the Group in retaining its existing employees and recruiting additional quality employees so as to provide them with a direct economic interest in attaining the long term business objectives of the Group. No options were granted under the Share Option Scheme during the Period. As at 31 March 2014, there were options to subscribe for 6,200,000 ordinary shares of the Company outstanding under the Share Option Scheme.

Contingent liabilities

As at 31 March 2014, the Directors did not consider that the Group had any contingent liabilities (2013: HK\$3,064,000).

重大投資

收購持牌法團(證券交易)

於二零一四年二月五日，本集團訂立有條件買賣協議，內容有關建議按代價6,000,000港元(可予調整)收購目標公司全部已發行股本。目標公司為於香港註冊成立的有限公司，為可在香港證券及期貨事務監察委員會所規定條件規限下進行證券及期貨條例項下第1類(證券交易)受規管活動的持牌法團。目標公司的主要業務為向經紀行及證券公司轉介客戶以收取佣金。收購目標公司須待多項先決條件達成後，方可作實。於本報告日期，收購事項尚未完成。有關交易詳情載於本公司日期為二零一四年二月五日的公告。

重大收購及出售

除上文所披露重大投資及簡明綜合財務報表附註16所載報告期後事項外，於本期間內，本集團並無任何重大收購或出售事項。

僱員及薪酬政策

於二零一四年三月三十一日，本集團於香港及中國聘用約10名(二零一三年：54名)僱員。本集團根據市場慣例、公司業績、個人資歷及表現以及聘用僱員所在司法權區的法例規定，定期檢討並釐定薪酬政策。

於二零零七年十二月二十四日，本公司股東於股東特別大會批准購股權計劃(「購股權計劃」)。購股權計劃旨在讓本公司向董事或本集團僱員授出購股權，以表揚及鼓勵彼等對本集團作出貢獻，以及促成及協助本集團留聘現有僱員及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標帶來的經濟成果。於本期間內，概無根據購股權計劃授出購股權。於二零一四年三月三十一日，購股權計劃項下有購股權尚未行使，可認購6,200,000股本公司普通股。

或然負債

於二零一四年三月三十一日，董事認為本集團並無任何或然負債(二零一三年：3,064,000港元)。

Management Discussions and Analysis

管理層討論及分析

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has relied on Rules 5.48 to 5.67 of the GEM Listing Rules as the required standard of dealings in respect of any dealings in the Company's securities by the Company's Directors. General and specific enquiries have been made to all Directors and they all confirmed they had complied with the said GEM Listing Rules during the Period.

OUTLOOK

The Group will try to further develop its Software Business by stepping into the Asia market and enhance its product list of Software Business. The Group believes this business has the potential to grow and contribute more to the Group in the coming future.

The Group considered that the acquisition of a licensed corporation which is principally engaged in insurance and Mandatory Provident Fund schemes ("MPF") brokerage business represents an opportunity for the Group to develop an online trading platform for insurance-related investment products. Looking forward, the Group will continually strive on the development of the insurance and MPF brokerage business.

With careful operation of the existing business mentioned above, the Group will continue to enhance its current products' features, extend its business diversification and look for new potential investment opportunities to bring greater returns to the shareholders of the Company.

董事進行證券交易

本公司以《創業板上市規則》第5.48至5.67條作為本公司董事買賣任何本公司證券的交易必守標準。經向全體董事作出一般及特定查詢後，彼等均已確認於本期間內一直遵守上述《創業板上市規則》。

展望

本集團將嘗試在亞洲市場進一步拓展軟件業務及豐富軟件業務的產品組合。本集團認為此業務具備增長潛力，日後可為本集團作出更大貢獻。

本集團認為收購主要從事保險及強制性公積金計劃（「強積金」）經紀業務的持牌法團為本集團提供一個物色開發保險相關投資產品網上交易平台的機會。展望未來，本集團將不斷積極發展保險及強積金經紀業務。

在審慎經營上述現有業務的同時，本集團將不斷提升其產品特質，多元化發展業務，並物色新的潛在投資機遇，務求為本公司股東帶來更豐厚回報。

Other Information 其他資料

DIRECTORS' INTERESTS IN CONTRACT

A copyright licence agreement (“Copyright Licence Agreement”) has been entered into between Apperience Corporation as licensee and Chengdu AOBI Information Technology Co., Ltd. (“PRC Company”) (a company owned as to 35% by Mr. Xue Qiushi (“Mr. Xue”), an executive Director, as licensor on 18 February 2013 pursuant to which the PRC Company shall grant to Apperience Corporation an exclusive licence to use the copyright of “Advanced SystemCare” registered in the name of the PRC Company in the PRC at nil consideration for a period from the date of the Copyright Licence Agreement to (i) the date on which the relevant copyright is transferred from the PRC Company and registered in the name of Apperience Corporation in the PRC; and (ii) the date on which the copyright of “Advanced SystemCare” has been registered in the name of Apperience Corporation in the US (whichever is the earlier).

Save for the Copyright Licence Agreement in which Mr. Xue (an executive Director) is interested through his shareholding in the PRC Company, none of the Directors was materially interested in any contract of significance or arrangement subsisting as at 31 March 2014 which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group at the end of the Period or at any time during the Period.

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

As at 31 March 2014, save as disclosed below, none of the Directors nor chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), Chapter 571 under the laws of Hong Kong) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange:

董事於合約的權益

於二零一三年二月十八日，Apperience Corporation（作為持牌人）與成都奧畢信息技術有限公司（「中國公司」，執行董事薛秋實先生（「薛先生」）擁有其35%權益）（作為發牌人）訂立版權牌照協議（「版權牌照協議」），據此，中國公司須向Apperience Corporation授出獨家牌照，於中國無償使用以中國公司名義註冊的「Advanced SystemCare」版權，自版權牌照協議日期起至(i)相關版權由中國公司轉移至Apperience Corporation名下及在中國以其名義註冊當日；或(ii)於美國以Apperience Corporation名義註冊「Advanced SystemCare」版權當日（以較早者為準）為止。

除執行董事薛先生透過持有中國公司而於版權牌照協議中擁有權益外，概無董事於二零一四年三月三十一日仍然生效且對本集團業務而言屬重大的任何重大合約或安排中擁有重大權益，亦無董事於本集團任何成員公司於本期間結束時或本期間內任何時間所收購、出售或租賃或擬收購、出售或租賃的任何資產中擁有任何直接或間接權益。

董事及行政總裁於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉

於二零一四年三月三十一日，除下文披露者外，董事及本公司行政總裁概無於本公司或其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份或債券中，擁有或被視作擁有(i)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有的任何權益及淡倉）；或(ii)須根據證券及期貨條例第352條載入其所述登記冊內的權益或淡倉；或(iii)根據《創業板上市規則》第5.46至5.67條有關董事進行證券交易的規定須知會本公司及聯交所的權益或淡倉：

Other Information 其他資料

Aggregate long positions in shares and underlying shares of the Company

於本公司股份及相關股份的好倉總數

Name of the Director	Capacity in which the ordinary shares of the Company ("Shares") and underlying shares are held	Number of Shares and underlying shares	Approximate percentage of the Company's issued share capital (Note 1)
董事姓名	持有本公司普通股(「股份」)及相關股份的身分	股份及相關股份數目	佔本公司已發行股本概約百分比 (附註1)
Xue Qiushi ("Mr. Xue")	Interest in a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO (Note 2)	2,776,671,893	56.37%
薛秋實(「薛先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益(附註2)		

Notes:

附註:

- The total number of the 4,925,620,935 Shares in issue as at 31 March 2014 have been used for the calculation of the approximate percentage.
- Ace Source International Limited ("Ace Source") (being one of the substantial shareholders of the Company whose interests are set out in the section headed "Interests discloseable under the Securities and Futures Ordinance (the "SFO") and substantial shareholders and other persons interest in securities" in this report) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Xue on 3 January 2014, among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares with an exercise period from 31 March 2013 to 31 March 2017 and can be exercised at the exercise price of HK\$0.108 per Share.

- 概約百分比按於二零一四年三月三十一日的已發行股份總數4,925,620,935股計算。
- Ace Source International Limited(「Ace Source」)為本公司主要股東之一，其權益載於本報告「根據證券及期貨條例(「證券及期貨條例」)須予披露的權益以及主要股東及其他人士於證券的權益」一節)由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持全部股份／相關股份中擁有權益。根據薛先生於二零一四年一月三日提呈的董事／行政總裁通知 – 上市法團股份權益，該2,776,671,893股股份／相關股份當中，1,606,472,451股為相關股份，可於行使期二零一三年三月三十一日至二零一七年三月三十一日按行使價每股0.108港元予以行使。

Aggregate long positions in shares and underlying shares of the associated corporation of the Company

於本公司相聯法團股份及相關股份的好倉總數

Name of the Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital 佔相聯法團已發行股本概約百分比
董事姓名	相聯法團名稱	持有股份的身分	股份數目	
Mr. Xue	Apperience	Interest in a controlled corporation (Note)	3,882,391	18.79%
薛先生	Apperience	受控法團權益(附註)		

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the shares held by Ace Source in Apperience (being an associated corporation of the Company) pursuant to Part XV of the SFO.

附註: Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持Apperience(為本公司相聯法團)全部股份中擁有權益。

Other Information 其他資料

Aggregate long positions in debentures of the Company

於本公司債券的好倉總數

Name of Director 董事姓名	Capacity in which the debentures are held 持有債券的身分	Amount of debentures 債券金額
Mr. Xue 薛先生	Other (Note) 其他(附註)	HK\$16,646,025 16,646,025 港元

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the debentures held by Ace Source pursuant to Part XV of the SFO.

附註：Ace Source 由薛先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，薛先生被視作於 Ace Source 所持全部債券中擁有權益。

Mr. Xue was appointed as an executive Director on 5 July 2013. Ace Source is a company wholly and beneficially owned by Mr. Xue and therefore he is deemed to be interested in all the shares and underlying shares of the Company held by Ace Source pursuant to Part XV of the SFO. Interests in shares and underlying shares of the Company in which Ace Source is interested are set out in the paragraph headed "Interests discloseable under the Securities and Futures Ordinance (the "SFO") and substantial shareholders and other persons interest in securities" in this report. Mr. Xue is also the sole director of Ace Source.

薛先生於二零一三年七月五日獲委任為執行董事。Ace Source 為薛先生全資實益擁有的公司，故彼根據證券及期貨條例第 XV 部被視作於 Ace Source 所持全部本公司股份及相關股份中擁有權益。Ace Source 所擁有本公司股份及相關股份權益，載於本報告「根據證券及期貨條例（「證券及期貨條例」）須予披露的權益以及主要股東及其他人士於證券的權益」一段。薛先生亦為 Ace Source 唯一董事。

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save for the zero coupon convertible notes issued by the Company in accordance with the acquisition agreement in relation to the acquisition of 50.5% of the issued share capital of Apperience Corporation dated 15 November 2012 and the performance shares which may be issued by the Company in accordance with the terms and conditions of such acquisition agreement in which Mr. Xue is interested (through his holding of shares in Ace Source, being one of the vendors of Apperience Corporation), at no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and chief executives, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

董事及行政總裁收購股份或債務證券的權利

除薛先生透過持有 Apperience Corporation 其中一名賣方 Ace Source 的股份而於本公司根據日期為二零一二年十一月十五日有關收購 Apperience Corporation 其中 50.5% 已發行股本的收購協議所發行零息可換股票據及本公司可能根據該收購協議項下條款及條件予以發行的表現股份中擁有權益外，於本期間內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事及行政總裁、彼等各自的配偶或 18 歲以下子女可藉著購入本公司或任何其他法團的股份或債券而獲利。

Other Information 其他資料

SHARE OPTION SCHEME

On 24 December 2007, the existing share option scheme was approved by shareholders of the Company at an extraordinary general meeting. Such scheme is to enable the Company to grant option to either Directors or employees and recruiting additional quality employees and to provide them with a direct economic interest in attaining the long term business objective of the Group.

On 19 May 2011, the Company has granted 6,200,000* share options to a consultant of the Company under the scheme at the exercise price of HK\$0.116* per share.

Details of the movements in the share options granted under the Share Option Scheme during the Period are as follows:

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Number of share options 購股權數目				Outstanding as at 31 March 2014 於二零一四年 三月三十一日 尚未行使 '000 千份
			Outstanding as at 1 January 2014 於二零一四年 一月一日 尚未行使 '000 千份	Granted during the Period 本期間授出	Exercised during the Period 本期間行使	Lapsed during the Period 本期間失效	
19 May 2011 二零一一年五月十九日	20 May 2011 to 19 May 2014 二零一一年五月二十日至 二零一四年五月十九日	0.116*	6,200*	-	-	-	6,200*

* After the adjustment for share consolidation dated 18 July 2011.

The details of share options granted are set out in the Company's circular and announcement dated 19 April 2011 and 19 May 2011 respectively. The details of share consolidation are set out in Company's announcements dated 13 June 2011, 15 June 2011, and 15 July 2011, the circular dated 27 June 2011, and the next day disclosure return dated 18 July 2011.

購股權計劃

於二零零七年十二月二十四日，本公司股東於股東特別大會批准現有購股權計劃。該計劃旨在讓本公司可向董事或僱員授出購股權及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標帶來的經濟成果。

於二零一一年五月十九日，本公司根據該計劃按行使價每股0.116港元*向本公司一名顧問授出6,200,000份*購股權。

根據購股權計劃授出的購股權於本期間內變動詳情如下：

* 經日期為二零一一年七月十八日的股份合併調整。

有關授出購股權的詳情載於本公司日期分別為二零一一年四月十九日及二零一一年五月十九日的通函及公告。有關股份合併的詳情載於本公司日期為二零一一年六月十三日、二零一一年六月十五日及二零一一年七月十五日的公告、本公司日期為二零一一年六月二十七日的通函以及日期為二零一一年七月十八日的翌日披露報表。

Other Information 其他資料

INTERESTS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE (THE “SFO”) AND SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS INTEREST IN SECURITIES

Substantial shareholders

As at 31 March 2014, the following persons (other than Directors or chief executives of the Company) had, or were deemed or taken to have interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange 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 SFO:

Long positions in the Shares and underlying Shares

根據證券及期貨條例(「證券及期貨條例」)須予披露的權益以及主要股東及其他人士於證券的權益

主要股東

於二零一四年三月三十一日，除董事或本公司行政總裁外，以下人士於本公司股份或相關股份中，擁有或被當作或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉：

於股份及相關股份的好倉

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital	Notes
		股份及相關股份數目	Note (15) 佔本公司已發行股本概約百分比 附註(15)	附註
Wise Action Limited (“Wise Action”) 智僑有限公司(「智僑」)	Beneficial owner 實益擁有人	539,607,915	10.96%	(1)
Rosy Lane Investments Limited (“Rosy Lane”) Rosy Lane Investments Limited (「Rosy Lane」)	Interest of a controlled corporation 受控法團權益	539,607,915	10.96%	(1)
Hong Kong Education (Int'l) Investments Limited (“HK EDU INTL”) 香港教育(國際)投資集團有限公司 (「香港教育國際」)	Interest of a controlled corporation 受控法團權益	539,607,915	10.96%	(1)
Access Magic Limited (“Access Magic”) Access Magic Limited (「Access Magic」)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO 實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	2,776,671,893	56.37%	(2)

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital <i>Note (15)</i> 佔本公司 已發行股本 概約百分比 <i>附註(15)</i>	<i>Notes</i> <i>附註</i>
主要股東	持有股份及相關股份的身分	股份及相關 股份數目		
Dong Yuguo ("Mr. Dong")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(2), (3)
董雨果(「董先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Ace Source	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(4)
Ace Source	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Wealthy Hope Limited ("Wealthy Hope")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(5)
Wealthy Hope Limited (「Wealthy Hope」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Chen Liang ("Mr. Chen")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(5), (6)
陳亮(「陳先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Well Peace Global Limited ("Well Peace")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(7)
Well Peace Global Limited (「Well Peace」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital	Notes
			Note (15) 佔本公司 已發行股本 概約百分比 附註(15)	附註
主要股東	持有股份及相關股份的身分	股份及相關 股份數目		
Lian Ming ("Mr. Lian")	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(7), (8)
連銘 (「連先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Growth Fund II L.P. ("IDG-Accel")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(9)
IDG-Accel China Growth Fund II L.P. (「IDG-Accel」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Investors II L.P. ("IDG-Accel Investors")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(10)
IDG-Accel China Investors II L.P. (「IDG-Accel Investors」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Growth Fund II Associates L.P. ("IDG-Accel II Associates")	Interest of a controlled corporation	2,776,671,893	56.37%	(9), (10), (11)
IDG-Accel China Growth Fund II Associates L.P. (「IDG-Accel II Associates」)	受控法團權益			
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG-Accel GP II")	Interest of a controlled corporation	2,776,671,893	56.37%	(9), (10), (11)
IDG-Accel China Growth Fund GP II Associates Ltd. (「IDG-Accel GP II」)	受控法團權益			
Zhou Quan ("Mr. Zhou")	Interest of a controlled corporation	2,776,671,893	56.37%	(9), (10), (11)
周全 (「周先生」)	受控法團權益			
Ho Chising ("Mr. Ho")	Interest of a controlled corporation	2,776,671,893	56.37%	(9), (10), (11)
Ho Chising (「Ho先生」)	受控法團權益			

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital	Notes
主要股東	持有股份及相關股份的身分	股份及相關 股份數目	佔本公司 已發行股本 概約百分比 附註(15)	附註
THL A1 Limited ("THL")	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	2,776,671,893	56.37%	(12)
THL A1 Limited (「THL」)	實益擁有人及根據證券及 期貨條例第317(1)(a)及 318條被視作擁有的權益			
Tencent Holdings Limited ("Tencent") 騰訊控股有限公司(「騰訊」)	Interest of a controlled corporation 受控法團權益	2,776,671,893	56.37%	(12)
MIH TC Holdings Limited ("MIH TC Holdings")	Interest of a controlled corporation	2,776,671,893	56.37%	(12), (13)
MIH TC Holdings Limited (「MIH TC Holdings」)	受控法團權益			
MIH (Mauritius) Limited ("MIH Mauritius") MIH (Mauritius) Limited (「MIH Mauritius」)	Interest of a controlled corporation 受控法團權益	2,776,671,893	56.37%	(12), (13), (14)
MIH Ming He Holdings Limited ("MIH Ming He")	Interest of a controlled corporation	2,776,671,893	56.37%	(12), (13), (14)
MIH Ming He Holdings Limited (「MIH Ming He」)	受控法團權益			
MIH Holdings (Proprietary) Limited ("MIH Proprietary") (formerly known as "MIH Holdings Limited")	Interest of a controlled corporation	2,776,671,893	56.37%	(12), (13), (14)
MIH Holdings (Proprietary) Limited (「MIH Proprietary」) (前稱「MIH Holdings Limited」)	受控法團權益			
Naspers Limited ("Naspers") Naspers Limited (「Naspers」)	Interest of a controlled corporation 受控法團權益	2,776,671,893	56.37%	(12), (13), (14)

Other Information 其他資料

Notes:

- (1) Wise Action is wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by HK EDU INTL. Each of HK EDU INTL and Rosy Lane was deemed to be interested in all the 539,607,915 Shares held by Wise Action pursuant to Part XV of the SFO.
- (2) Access Magic was interested in 805,707,671 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 1,970,964,222 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares.
- (3) Access Magic is wholly and beneficially owned by Mr. Dong. As such, Mr. Dong is deemed to be interested in all the Shares/underlying Shares held by Access Magic pursuant to Part XV of the SFO.
- (4) Ace Source was interested in 846,999,131 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 1,929,672,762 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source. Mr. Xue's interests in the Shares and underlying Shares of the Company are disclosed in the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures of the Company or any Associated Corporations" in this Report.
- (5) Wealthy Hope was interested in 176,694,210 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 2,599,977,683 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares.
- (6) Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the Shares/underlying Shares held by Wealthy Hope pursuant to Part XV of the SFO.
- (7) Well Peace was interested in 176,694,210 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 2,599,977,683 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares.
- (8) Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the Shares/underlying Shares held by Well Peace pursuant to Part XV of the SFO.
- (9) IDG-Accel was interested in 512,851,216 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 2,263,820,677 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares.

附註：

- (1) 智僑由 Rosy Lane 全資實益擁有。Rosy Lane 由香港教育國際全資擁有。根據證券及期貨條例第 XV 部，香港教育國際及 Rosy Lane 各自被視作於智僑所持全部 539,607,915 股股份中擁有權益。
- (2) Access Magic 以實益擁有人身分於 805,707,671 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 1,970,964,222 股股份／相關股份權益。於該等 2,776,671,893 股股份／相關股份中，1,606,472,451 股為相關股份。
- (3) Access Magic 由董先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，董先生被視作於 Access Magic 所持全部股份／相關股份中擁有權益。
- (4) Ace Source 以實益擁有人身分於 846,999,131 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 1,929,672,762 股股份／相關股份權益。於該等 2,776,671,893 股股份／相關股份中，1,606,472,451 股為相關股份。Ace Source 由薛先生全資實益擁有。因此，薛先生被視作於 Ace Source 所持全部股份／相關股份中擁有權益。薛先生於本公司股份及相關股份的權益於本報告「董事及行政總裁於本公司或任何相聯法團的股份、相關股份或債券的權益及淡倉」一段披露。
- (5) Wealthy Hope 以實益擁有人身分於 176,694,210 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 2,599,977,683 股股份／相關股份權益。於該等 2,776,671,893 股股份／相關股份中，1,606,472,451 股為相關股份。
- (6) Wealthy Hope 由陳先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，陳先生被視作於 Wealthy Hope 所持全部股份／相關股份中擁有權益。
- (7) Well Peace 以實益擁有人身分於 176,694,210 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 2,599,977,683 股股份／相關股份權益。於該等 2,776,671,893 股股份／相關股份中，1,606,472,451 股為相關股份。
- (8) Well Peace 由連先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，連先生被視作於 Well Peace 所持全部股份／相關股份中擁有權益。
- (9) IDG-Accel 以實益擁有人身分於 512,851,216 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 2,263,820,677 股股份／相關股份權益。於該等 2,776,671,893 股股份／相關股份中，1,606,472,451 股為相關股份。

Other Information 其他資料

(10) IDG-Accel Investors was interested in 41,943,654 Shares/underlying Shares as the beneficial owner and was deemed to be interested in 2,734,728,239 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares.

(11) IDG-Accel GP II owns the entire equity interest in each of IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel GP II is 50% owned by Mr. Ho and 50% owned by Mr. Zhou. As such, each of Mr. Ho, Mr. Zhou and IDG-Accel GP II was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel II Associates and IDG-Accel Investors.

IDG-Accel is wholly owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the Shares/underlying Shares held by IDG-Accel pursuant to Part XV of the SFO.

(12) Based on the corporate substantial shareholder notice filed by Tencent on 3 January 2014, THL is wholly owned by Tencent and as such, Tencent is deemed to be interested in all 2,776,671,893 Shares/underlying Shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL was interested in 215,781,799 Shares/underlying Shares in the capacity of beneficial owner and 2,560,890,094 Shares/underlying Shares in other capacities. Among these 2,776,671,893 Shares/underlying Shares, 1,606,472,451 of which were underlying Shares.

(13) Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 7 January 2014, THL is wholly owned by Tencent and Tencent is 33.86% owned by MIH TC Holdings. As such, MIH TC Holdings is deemed to be interested in all the 2,776,671,893 Shares/underlying Shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.

(14) Based on the corporate substantial shareholder notice filed by Naspers on 7 January 2014, THL is wholly owned by Tencent, Tencent is 33.86% owned by MIH TC Holdings, which is in turn 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Ming He, which is in turn wholly owned by MIH Proprietary (formerly known as MIH Holdings Limited). MIH Proprietary is wholly owned by Naspers. Based on the above relationship, each of MIH Mauritius, MIH Ming He, MIH Proprietary and Naspers are deemed to be interested in all the 2,776,671,893 Shares/underlying Shares held by their controlled corporations pursuant to Part XV of the SFO.

(15) The total number of the 4,925,620,935 Shares in issue as at 31 March 2014 have been used for the calculation of the approximate percentage.

Save as disclosed above, as at 31 March 2014, so far as is known to the Directors, there is no other person who had, or were deemed to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the 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 SFO.

(10) IDG-Accel Investors以實益擁有人身分於41,943,654股股份／相關股份中擁有權益，並根據證券及期貨條例第317(1)(a)及318條被視作擁有2,734,728,239股股份／相關股份權益。於該等2,776,671,893股股份／相關股份中，1,606,472,451股為相關股份。

(11) IDG-Accel GP II分別擁有IDG-Accel II Associates及IDG-Accel Investors全部股權。IDG-Accel GP II由Ho先生及周先生分別擁有50%權益。因此，Ho先生、周先生及IDG-Accel GP II各自被視作於IDG-Accel II Associates及IDG-Accel Investors所持全部股份／相關股份中擁有權益。

IDG-Accel由IDG-Accel II Associates全資擁有。因此，根據證券及期貨條例第XV部，IDG-Accel II Associates被視作於IDG-Accel所持全部股份／相關股份中擁有權益。

(12) 根據騰訊於二零一四年一月三日提呈的企業主要股東通知，THL由騰訊全資擁有，因此，根據證券及期貨條例第XV部，騰訊被視作透過其受控法團THL於全部2,776,671,893股股份／相關股份中擁有權益。THL以實益擁有人身分於215,781,799股股份／相關股份中擁有權益，並以其身分於2,560,890,094股股份／相關股份中擁有權益。於該等2,776,671,893股股份／相關股份中，1,606,472,451股為相關股份。

(13) 根據MIH TC Holdings於二零一四年一月七日提呈的企業主要股東通知，THL由騰訊全資擁有，而騰訊由MIH TC Holdings擁有33.86%權益。因此，根據證券及期貨條例第XV部，MIH TC Holdings被視作透過其受控法團THL及騰訊於全部2,776,671,893股股份／相關股份中擁有權益。

(14) 根據Naspers於二零一四年一月七日提呈的企業主要股東通知，THL由騰訊全資擁有，騰訊由MIH TC Holdings擁有33.86%權益，而MIH TC Holdings由MIH Mauritius擁有90%權益。MIH Mauritius由MIH Ming He全資擁有，MIH Ming He由MIH Proprietary（前稱MIH Holdings Limited）全資擁有。MIH Proprietary由Naspers全資擁有。基於上述關係，根據證券及期貨條例第XV部，MIH Mauritius、MIH Ming He、MIH Proprietary及Naspers各自被視作透過其受控法團於全部2,776,671,893股股份／相關股份中擁有權益。

(15) 概約百分比按於二零一四年三月三十一日的已發行股份總數4,925,620,935股計算。

除上文披露者外，於二零一四年三月三十一日，據董事所知，概無其他人士於本公司股份或相關股份中，擁有或被當作或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉。

Other Information 其他資料

APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yip Chi Fai Stevens was appointed as an independent non-executive director with effect from 2 January 2014 and his biographical details were set out in the announcement of the Company dated 2 January 2014.

Ms. Xiao Yiming was appointed as an independent non-executive director with effect from 17 January 2014 and her biographical details were set out in the announcement of the Company dated 17 January 2014.

Mr. Yu Pak Yan, Peter resigned as an independent non-executive director with effect from 29 January 2014 in order to devote more time to his business.

Ms. Chan Hoi Ling resigned as an independent non-executive director with effect from 10 February 2014 in order to devote more time to her business.

CHANGE OF ADDRESS OF HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

The Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited changed its address from 26/F, Tesbury Centre, 28 Queens's Road East, Hong Kong to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014.

CHANGE OF DOMICILE

On 19 December 2013, the change of domicile of the Company from Cayman Islands to Bermuda by way of deregistration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda ("Change of Domicile") and to adopt memorandum of continuance and Bye-laws in connection with the Change of Domicile was approved by the shareholders of the Company at the extraordinary general meeting of the Company. The Change of Domicile and the adoption of the memorandum of continuance and Bye-laws of the Company became effective on 9 January 2014 (Bermuda time). The memorandum and articles of association of the Company ceased to be effective upon the Change of Domicile became effective on 9 January 2014 (Bermuda time). The details of the adoption of Company's memorandum of continuance and Bye-laws were disclosed in the Company's circular dated 26 November 2013 and Company's announcements dated 12 November 2013, 19 December 2013 and 10 January 2014. An updated version of the Company's memorandum of continuance and Bye-laws is available on both the websites of the Stock Exchange and the Company.

獨立非執行董事委任及辭任

葉志輝先生已獲委任為獨立非執行董事，自二零一四年一月二日起生效，其履歷詳情載於本公司日期為二零一四年一月二日的公告。

肖一鳴女士已獲委任為獨立非執行董事，自二零一四年一月十七日起生效，其履歷詳情載於本公司日期為二零一四年一月十七日的公告。

余伯仁先生已辭任獨立非執行董事，自二零一四年一月二十九日起生效，以投放更多時間處理本身事務。

陳凱寧女士已辭任獨立非執行董事，自二零一四年二月十日起生效，以投放更多時間處理本身事務。

更改香港股份過戶登記分處地址

本公司的香港股份過戶登記分處卓佳登捷時有限公司的地址由香港皇后大道東28號金鐘匯中心26樓更改為香港皇后大道東183號合和中心22樓，自二零一四年三月三十一日起生效。

遷冊

於二零一三年十二月十九日，本公司股東於本公司股東特別大會上批准，透過撤銷在開曼群島的註冊及根據百慕達法例以獲豁免公司形式存續，將本公司由開曼群島遷冊至百慕達（「遷冊」），並就遷冊採納存續大綱及公司細則。遷冊以及採納本公司的存續大綱及公司細則於二零一四年一月九日（百慕達時間）生效。遷冊於二零一四年一月九日（百慕達時間）生效後，本公司的組織章程大綱及細則不再有效。有關採納本公司存續大綱及公司細則的詳情於本公司日期為二零一三年十一月二十六日的通函以及本公司日期為二零一三年十一月十二日、二零一三年十二月十九日及二零一四年一月十日的公告披露。本公司存續大綱及公司細則的最新版本可於聯交所及本公司網站查閱。

Other Information 其他資料

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

COMPETING INTEREST

None of the Directors or their respective associates (within the meaning of the GEM Listing Rules) has any business or interest in any business which competes or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group during the Period.

CORPORATE GOVERNANCE

During the Period, the Company has complied with the code provisions set out in Appendix 15 of the GEM Listing Rules.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee members as at the date of this report are Mr. Yip Chi Fai Stevens, Mr. Lam Kit Sun and Ms. Xiao Yiming. They are the independent non-executive directors of the Company. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The Group's unaudited consolidated results for the Period and this report have been reviewed and discussed by the Audit Committee before any disclosure and release of information.

購買、出售或贖回股份

於本期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

於本期間內，董事或彼等各自的聯繫人士（定義見《創業板上市規則》）並無於與本集團業務競爭或可能競爭的任何業務或於當中擁有任何權益，亦無任何該等人士已經或可能與本集團出現任何其他利益衝突。

企業管治

於本期間內，本公司一直遵守《創業板上市規則》附錄十五所載守則條文。

審核委員會

根據《創業板上市規則》第5.28至5.33條的規定，本公司已成立審核委員會，並以書面訂明職權範圍。於本報告日期，審核委員會成員包括葉志輝先生、林傑新先生及肖一鳴女士。彼等均為本公司獨立非執行董事。審核委員會的主要工作為檢討與監督本集團的財務申報及內部控制程序。

於披露及刊發本集團本期間未經審核綜合業績及本報告前，審核委員會已審閱及討論有關資料。

Other Information 其他資料

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report the Company has maintained the prescribed public float under the GEM Listing Rules.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders for their support to the Company.

On behalf of the Board
M Dream Inworld Limited
Chi Chi Hung, Kenneth
Chairman

9 May 2014

As at the date of this report, the Board consists of Mr. Chi Chi Hung, Kenneth, and Mr. Xue Qiushi being the Executive Directors, Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming being the Independent Non-executive Directors.

足夠公眾持股量

根據本公司所得公開資料及據本公司董事所知，於本報告日期，本公司的公眾持股量維持於《創業板上市規則》所指定水平。

本人謹藉此機會代表董事會衷心感謝各位股東對本公司的支持。

代表董事會
聯夢活力世界有限公司
主席
季志雄

二零一四年五月九日

於本報告日期，董事會成員包括執行董事季志雄先生及薛秋實先生；及獨立非執行董事林傑新先生、葉志輝先生及肖一鳴女士。

