



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)

截至二零一四年三月三十一日止九個月之 第三季度業績報告 THIRD QUARTERLY REPORT FOR THE NINE MONTHS ENDED 31 MARCH 2014

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。

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

本報告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。

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE "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 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」)截至二零一四年三月三十一日止三個月及九個月之未經審核綜合業績，連同截至二零一三年同期未經審核之比較數字如下：

未經審核簡明綜合損益表

| | | 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | | |
|---------------------------------|--|--|--------------------|---------------------------------------|--------------------|-------------|
| | | For the three months ended 31 March | | For the nine months ended 31 March | | |
| | | 二零一四年 | 二零一三年 | 二零一四年 | 二零一三年 | |
| | | 2014 | 2013 | 2014 | 2013 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| 收入 | REVENUE | 2 | 295,665 | 374,404 | 1,056,742 | 1,048,258 |
| 貨品銷售成本 | Cost of sales | | (165,354) | (223,718) | (626,579) | (612,534) |
| 毛利 | Gross profit | | 130,311 | 150,686 | 430,163 | 435,724 |
| 其他收入收益 | Other income and gains | | 109 | 351 | 3,672 | 772 |
| 銷售及分銷成本 | Selling and distribution costs | | (79,909) | (89,536) | (273,114) | (258,337) |
| 行政及其他費用 | Administrative and other expenses | | (42,724) | (31,330) | (123,305) | (96,585) |
| 融資成本 | Finance costs | 3 | - | (21) | (23) | (21) |
| 分佔聯營公司之溢利及虧損 | Share of profits and losses of associates | | (4) | (12) | (11) | (34) |
| 除稅前溢利 | PROFIT BEFORE TAX | 4 | 7,783 | 30,138 | 37,382 | 81,519 |
| 所得稅費用 | Income tax expense | 5 | (2,022) | (5,347) | (7,067) | (15,112) |
| 本期間溢利 | PROFIT FOR THE PERIOD | | 5,761 | 24,791 | 30,315 | 66,407 |
| 以下各方應佔： | Attributable to: | | | | | |
| 本公司擁有人 | Owners of the Company | | 5,895 | 24,969 | 29,865 | 66,954 |
| 非控股權益 | Non-controlling interests | | (134) | (178) | 450 | (547) |
| | | | 5,761 | 24,791 | 30,315 | 66,407 |
| 本公司普通股權益 持有人應佔 每股溢利 基本 | EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY | 6 | 0.12港仙cents | 0.48港仙cents | 0.59港仙cents | 1.27港仙cents |
| 攤薄 | Diluted | | 不適用N/A | 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 unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months and nine months ended 31 March 2014 together with the comparative unaudited figures for the corresponding period in 2013 as follows:

Unaudited Condensed Consolidated Statement Profit or Loss

| | | 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | | |
|---------------------------------|--|--|--------------------|---------------------------------------|--------------------|-------------|
| | | For the three months ended 31 March | | For the nine months ended 31 March | | |
| | | 二零一四年 | 二零一三年 | 二零一四年 | 二零一三年 | |
| | | 2014 | 2013 | 2014 | 2013 | |
| | | 千港元 | 千港元 | 千港元 | 千港元 | |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | |
| 收入 | REVENUE | 2 | 295,665 | 374,404 | 1,056,742 | 1,048,258 |
| 貨品銷售成本 | Cost of sales | | (165,354) | (223,718) | (626,579) | (612,534) |
| 毛利 | Gross profit | | 130,311 | 150,686 | 430,163 | 435,724 |
| 其他收入收益 | Other income and gains | | 109 | 351 | 3,672 | 772 |
| 銷售及分銷成本 | Selling and distribution costs | | (79,909) | (89,536) | (273,114) | (258,337) |
| 行政及其他費用 | Administrative and other expenses | | (42,724) | (31,330) | (123,305) | (96,585) |
| 融資成本 | Finance costs | 3 | - | (21) | (23) | (21) |
| 分佔聯營公司之溢利及虧損 | Share of profits and losses of associates | | (4) | (12) | (11) | (34) |
| 除稅前溢利 | PROFIT BEFORE TAX | 4 | 7,783 | 30,138 | 37,382 | 81,519 |
| 所得稅費用 | Income tax expense | 5 | (2,022) | (5,347) | (7,067) | (15,112) |
| 本期間溢利 | PROFIT FOR THE PERIOD | | 5,761 | 24,791 | 30,315 | 66,407 |
| 以下各方應佔： | Attributable to: | | | | | |
| 本公司擁有人 | Owners of the Company | | 5,895 | 24,969 | 29,865 | 66,954 |
| 非控股權益 | Non-controlling interests | | (134) | (178) | 450 | (547) |
| | | | 5,761 | 24,791 | 30,315 | 66,407 |
| 本公司普通股權益 持有人應佔 每股溢利 基本 | EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY | 6 | 0.12港仙cents | 0.48港仙cents | 0.59港仙cents | 1.27港仙cents |
| 攤薄 | Diluted | | 不適用N/A | 不適用N/A | 不適用N/A | 不適用N/A |

未經審核簡明綜合全面收益表

Unaudited Condensed Consolidated Statement of Comprehensive Income

| | | 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
|---------------------------|---|--|---------------|---------------------------------------|---------------|
| | | For the three months ended 31 March | | For the nine months ended 31 March | |
| | | 二零一四年 | 二零一三年 | 二零一四年 | 二零一三年 |
| | | 2014 | 2013 | 2014 | 2013 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| 本期間溢利 | Profit for the period | 5,761 | 24,791 | 30,315 | 66,407 |
| 其他綜合收益在以後會計 期間重新分類為損益： | Other comprehensive income to be reclassified to profit or loss in subsequent periods: | | | | |
| 轉換境外業務時 產生之匯兌差額 | Exchange difference arising on translation of foreign operations | 1,329 | (443) | (359) | (2,013) |
| 本期間全面收益總額 | TOTAL COMPREHENSIVE INCOME FOR THE PERIOD | 7,090 | 24,348 | 29,956 | 64,394 |
| 應佔全面收益總額： | Total comprehensive income attributable to: | | | | |
| 本公司擁有人 | Owners of the Company | 7,224 | 24,526 | 29,506 | 64,941 |
| 非控股權益 | Non-controlling interests | (134) | (178) | 450 | (547) |
| | | 7,090 | 24,348 | 29,956 | 64,394 |

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 | 股份溢價賬 | 資本儲備 | 回購股份儲備 | 股本贖回儲備 | 外匯浮動儲備 | 保留盈利 | 合計 | 非控股權益 | 權益總額 |
|----------------|---|----------------------|-----------------------|------------------------|--------------------------|----------------------------|------------------------------|-----------------------|-----------------------|---------------------------|-----------------------|
| | | Issued capital | Share premium account | Capital reserve | Share repurchase reserve | Capital redemption reserve | Exchange fluctuation reserve | Retained profits | Total | Non-controlling Interests | Total Equity |
| | | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 千港元 HK\$'000 | 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 |
| 本期間溢利 | Profit for the period | - | - | - | - | - | - | 66,954 | 66,954 | (547) | 66,407 |
| 轉換境外業務時產生之匯兌差額 | Exchange differences on translation of foreign operations | - | - | - | - | - | (2,013) | - | (2,013) | - | (2,013) |
| 回購及註銷股份 | Repurchase and cancellation of shares | (794) | (47,603) | - | - | 794 | - | (794) | (48,397) | - | (48,397) |
| 回購股份以待註銷 | Repurchase of shares pending for cancellation | - | - | - | (55,174) | - | - | - | (55,174) | - | (55,174) |
| 於二零一三年三月三十一日 | At 31 March 2013 | <u>52,342</u> | <u>62,310</u> | <u>(17,974)</u> | <u>(55,174)</u> | <u>2,129</u> | <u>(9,577)</u> | <u>223,083</u> | <u>257,139</u> | <u>1,240</u> | <u>258,379</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 |
| 本期間溢利 | Profit for the period | - | - | - | - | - | - | 29,865 | 29,865 | 450 | 30,315 |
| 轉換境外業務時產生之匯兌差額 | Exchange differences on translation of foreign operations | - | - | - | - | - | (359) | - | (359) | - | (359) |
| 收購一間附屬公司的非控股權益 | Acquisition of non-controlling interest in a subsidiary | - | - | (150) | - | - | - | - | (150) | (875) | (1,025) |
| 於二零一四年三月三十一日 | At 31 March 2014 | <u>50,945</u> | <u>-</u> | <u>(18,124)</u> | <u>-</u> | <u>3,526</u> | <u>(9,563)</u> | <u>221,234</u> | <u>248,018</u> | <u>1,107</u> | <u>249,125</u> |

附註：

1. 公司資料及編製基準

- (a) 本公司於二零零零年三月十五日根據開曼群島公司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香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。
- (b) 未經審核簡明財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)(亦包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)、香港普遍採納之會計原則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撰。財務報表乃按過往成本法編撰，惟財務工具乃按公平值入賬。

編製未經審核綜合損益表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) |

Notes:

1. CORPORATE INFORMATION AND BASIS OF PRESENTATION

- (a) 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 Growth Enterprise Market (the "GEM") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 2 August 2000.
- (b) The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standard, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong 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 income statement 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 |

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」。

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。

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) 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.

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 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 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14號 香港會計準則第19號修訂本 | 金融工具 ³ 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) —投資實體的修訂 ¹ 監管遞延賬目 ⁴ 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
- 4 對二零一六年一月一日或其後開始之年度期間生效

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。

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 HKFRS 9, HKFRS 7 and HKAS 39 Amendments | Financial Instruments ³ 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 |
| HKFRS 14 HKAS 19 Amendments | Regulatory equity deferral accounts ⁴ 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
- 4 Effective for annual period beginning on or after 1 January 2016

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

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 |

2. REVENUE

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:

| 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
|---|---|---|---|
| For the three months ended 31 March | | For the nine months ended 31 March | |
| 二零一四年 2014 (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 | 二零一四年 2014 (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 |
| 42,666 | 44,578 | 121,105 | 123,934 |
| 252,999 | 329,826 | 935,637 | 924,324 |
| 295,665 | 374,404 | 1,056,742 | 1,048,258 |

3. 融資成本

| | |
|----------|---------------------------------|
| 銀行貸款利息開支 | Interest expenses on bank loans |
|----------|---------------------------------|

3. FINANCE COSTS

| 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
|---|---|---|---|
| For the three months ended 31 March | | For the nine months ended 31 March | |
| 二零一四年 2014 (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 | 二零一四年 2014 (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 |
| - | 21 | 23 | 21 |

4. 除稅前溢利

除稅前溢利乃扣除/(計入)及下列各項後計算：

| | | | | | |
|---------------------------------|--|--------|--------|---------|--------|
| 折舊 | Depreciation | 1,123 | 700 | 2,703 | 2,029 |
| 員工成本 (包括董事酬金) | Staff costs (including directors' remuneration) | 13,781 | 11,197 | 40,285 | 30,480 |
| 工資及薪金 | Wages and salaries | 1,440 | 783 | 3,860 | 2,579 |
| 退休金供款淨額 | Net pension contribution | | | | |
| 按公平值計入損益之 金融投資公平值虧損 /(收益) | Fair value loss/(gain) on equity investments at fair value through profit and loss | (29) | (65) | (962) | (404) |
| — 金融投資 | — Listed equity investment | - | - | (1,453) | - |
| — 外匯遠期合約 | — Forward currency contract | | | | |
| 出售按公平值計入損益之 金融投資公平值盈利 | Gain on disposal of equity investments at fair value through profit and loss | (72) | - | (237) | - |
| 出售物業、廠房及設備虧損 | Loss on disposal of property, plant and equipment | - | 1 | 40 | 168 |
| 撥回應收貿易款減值 | Reversal of impairment of trade receivable | - | - | (173) | - |
| 已收取政府補助 | Government grants received | - | - | (233) | - |
| 銀行利息收入 | Bank interest income | (4) | (9) | (52) | (120) |

4. PROFIT BEFORE TAX

Profit before tax is arrived at after charging/(crediting):

| 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
|---|---|---|---|
| For the three months ended 31 March | | For the nine months ended 31 March | |
| 二零一四年 2014 (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 | 二零一四年 2014 (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 |
| 1,123 | 700 | 2,703 | 2,029 |
| 13,781 | 11,197 | 40,285 | 30,480 |
| 1,440 | 783 | 3,860 | 2,579 |
| (29) | (65) | (962) | (404) |
| - | - | (1,453) | - |
| (72) | - | (237) | - |
| - | 1 | 40 | 168 |
| - | - | (173) | - |
| - | - | (233) | - |
| (4) | (9) | (52) | (120) |

5. 所得稅費用

| | |
|--------------|--|
| 即期稅務－香港 | Current tax – Hong Kong |
| 本期間開支 | Charge for the period |
| 即期稅務－其他地區 | Current tax – Elsewhere |
| 本期間(超額撥備)/撥備 | (Overprovision)/provision for the period |
| 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(二零一三年：16.5%)。

本集團於其他地區經營之公司之溢利稅項，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. 本公司普通股權益持有人應佔每股溢利

每股基本及攤薄溢利按以下基準計算：

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

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

由於截至二零一四年三月三十一日止九個月，本公司概無任何潛在可攤薄普通股，故截至二零一四年三月三十一日止期間並無呈列每股攤薄溢利。

5. INCOME TAX EXPENSE

| 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
|---|---|---|---|
| For the three months ended 31 March | | For the nine months ended 31 March | |
| 二零一四年 2014 (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 | 二零一四年 2014 (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 |
| 1,729 | 4,872 | 5,523 | 13,254 |
| (257) | 125 | 394 | 658 |
| 550 | 350 | 1,150 | 1,200 |
| 2,022 | 5,347 | 7,067 | 15,112 |

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period (2013: 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. EARNING PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

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

| 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
|---|---|---|---|
| For the three months ended 31 March | | For the nine months ended 31 March | |
| 二零一四年 2014 (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 | 二零一四年 2014 (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 |
| 5,895 | 24,969 | 29,865 | 66,954 |

| 股份數目 Numbers of shares | | | |
|--|--|--|--|
| 截至三月三十一日 止三個月 | | 截至三月三十一日 止九個月 | |
| For the three months ended 31 March | | For the nine months ended 31 March | |
| 二零一四年 2014 (未經審核) (Unaudited) | 二零一三年 2013 (未經審核) (Unaudited) | 二零一四年 2014 (未經審核) (Unaudited) | 二零一三年 2013 (未經審核) (Unaudited) |
| 5,094,515,570 | 5,234,191,570 | 5,094,515,570 | 5,283,459,307 |

No diluted earning per share for the 9 months ended 31 March 2014 has been disclosed as the Company did not have any dilutive potential ordinary shares during the period ended 31 March 2014.

7. 股息

董事不建議派發第三季度股息(二零一三年：無)。

8. 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。

於二零一四年三月三十一日，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 |

9. 報告日後之重大事項

於本報告日後，本集團宣佈擬透過公開發售(「公開發售」)之方式按於記錄日期每持有十股現有股份獲發一股發售股份之基準，按每股發售股份之認購價0.10港元(須於申請時全數支付)發行509,451,557股發售股份，藉以籌集約50,900,000港元(扣除開支前)。有關該公開發售詳情已在本公司日期為二零一四年五月七日之公告內詳述。

10. 比較數字

若干比較數字已重列以符合本期間之呈列方式。

7. DIVIDENDS

The Directors do not recommend the payment of third quarterly dividend (2013: Nil).

8. 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 March 2014, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| (未經審核) (Unaudited) 三月三十一日 As at 31 March | |
|---|----------------------------------|
| 二零一四年 2014 千港元 HK\$'000 | 二零一三年 2013 千港元 HK\$'000 |
| 6,495 | 5,979 |
| 1,624 | 3,132 |
| 8,119 | 9,111 |

9. SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

Subsequent to the end of the reporting period, the Group announced a proposed open offer ("Open Offer") to raise approximately HK\$50,900,000, before expenses, by way of issuing 509,451,557 offer shares on the basis of one offer share for every ten existing shares held on the record date and payable in full upon application at the subscription price of HK\$0.10 per offer share. Details of the Open Offer are set out in the announcement of the Company dated 7 May 2014.

10. COMPARATIVE FIGURES

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

財務回顧

就截至二零一四年三月三十一日止九個月（「期內」）而言，本集團錄得未經審核綜合收入約1,056,700,000港元（二零一三年：約1,048,300,000港元），錄得輕微上升。但是，截止二零一四年三月三十一日止三個月的收入為295,700,000港元，與去年同期374,400,000港元比較，錄得較大跌幅，收入減少約21%。收入下跌主要由於電子商務行業競爭日趨劇烈，令本集團銷售表現受壓。

期內，未經審核盈利為約30,300,000港元（二零一三年：約66,400,000港元），盈利下跌主要歸因於銷售費用增加，鑑於航空貨運燃油費用上漲，各物流渠道均上調價格，致使成本增加，同時集團亦投放更多資源發展電商業務以致員工成本、市場推廣費用及其他行政費用增加。

至於本集團另一業務——專業資訊科技合約及維修保養服務，期內繼續穩步發展，相關的收入及盈利維持穩定。

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。本集團的產品團隊一直積極搜羅新穎有趣的產品，核心品類包括消費類電子產品、手機及相關配件、玩具及興趣產品等。由於網站直接與中國的製造商合作，能有效降低成本，大大提高產品的性價比。此外，網站設有全球免費配送服務，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，提升顧客消費意欲。

期內，集團投放更多資源發展電子商務分站以提升市場佔有率，並將產品線擴展至服飾、鞋履及創意產品等，因此於發展初期的投入階段，該等措施尚未對本集團帶來重大收入貢獻。

本集團致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，為未來長遠發展奠定穩固基礎。

專業資訊科技合約及維修保養服務業預

期內，本業務保持平穩的表現。

前景

在電子商務網站方面，本集團將不斷擴闊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、生活用品及創意產品，覆蓋更多客戶，提升市場佔有率；本集團亦將研究擴大區域直送業務至歐洲國家，優化物流系統，持續優化客戶的購物體驗。

FINANCIAL REVIEW

For the nine months ended 31 March 2014 (the "Period"), the Group recorded a slight increase in the unaudited consolidated revenue of approximately HK\$1,056,700,000 (2013: approximately HK\$1,048,300,000). But, the unaudited consolidated revenue for the 3 months ended 31 March 2014 recorded a significant decrease by approximately 21% as compared to the last corresponding period from HK\$374,400,000 to HK\$295,700,000. The decrease in revenue was mainly attributable to the pressure on sales performance as a result of the keen competition in the e-commerce industry.

During the Period, the Group recorded an unaudited profit of approximately HK\$30,300,000 (2013: approximately HK\$66,400,000). The fall in profit was mainly due to the increased cost led by the rise in air freight fuel costs and hence the distribution costs of various logistics channels. Meanwhile, staff cost, marketing and other administrative expenses increased as the Group devoted more resources on the development of e-commerce business.

The other business segment of the Group – professional IT contract and maintenance services continued to develop steadily during the Period. The related revenue and profit remained stable.

BUSINESS REVIEW

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

DX.com (DX), the foreign trade B2C (Business-to-Customer) e-commerce website of the Group, continued to be the major source of profit contribution. The Group's product team continues to seek fresh and interesting products from the market at all times. The core product categories include consumer electronics, mobile phones and accessories, toys and hobby products, etc. Through direct cooperation with manufacturers in China, the website can effectively lower the cost and improve the price-performance ratio of products. In addition, the website provides free worldwide shipping, allowing consumers to enjoy a convenient worldwide online shopping experience without any extra delivery charge and enhancing their consumer sentiment.

During the Period, to gain a larger market share, the Group invested more resources in the development of e-commerce sub-sites, and expanded its product lines to apparel, footwear, creative product, etc. Therefore, at its initial stage of development, these measures have not yet provided a significant contribution to the overall revenue.

The Group devoted extensive resources in areas including back-end system upgrade, shopping process optimization, professional personnel recruitment and team training, with a view to enhance the future long-term growth and consolidate the business foundation.

Professional IT contract and maintenance services business

This business recorded a stable performance during the Period.

OUTLOOK

Regarding the e-commerce website, the Group will continue to broaden the product offerings of DX and establish other e-commerce sub-sites to comprehensively expand its product lines to wedding apparels, lifestyle products and creative products, aiming to reach more customers and increase its market share. Meanwhile, the Group will expand the regional direct delivery business to European counties, optimizing the logistics system and customers' shopping experience continually.

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，本集團將秉持「以客為本」的方針，不斷提升本集團優勢及市場地位，為股東創造更大回報。

流動資金、財務資源及資本負債比率

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。

於二零一四年三月三十一日，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249,100,000港元（二零一三年：約258,400,000港元），約283,500,000港元（二零一三年：約282,200,000港元）及約203,500,000港元（二零一三年：約180,900,000港元）。

就本集團之流動資產而言，於二零一四年三月三十一日為約283,500,000港元（二零一三年：約282,200,000港元），應收貿易賬款（扣除呆賬撥備）佔33.5%（二零一三年：30.6%），而現金、銀行結餘及存款則約佔32.2%（二零一三年：35.0%）。於二零一四年三月三十一日，本集團之現金、銀行結餘及存款為約91,200,000港元（二零一三年：約98,700,000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。

於二零一四年三月三十一日，本集團並無任何銀行及其他借款餘額（二零一三年：無）。

資本負債比率

於二零一四年三月三十一日，本集團之資本負債比率（按負債總值除以資產總值）約26.7%（二零一三年：29.9%）。

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主要業務、資本支出及其他資本需求撥資。

於二零一四年三月三十一日及二零一三年三月三十一日，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。

於二零一四年三月三十一日，本集團並無任何銀行及其他之借款餘額（二零一三年：無）。

除上述外，本集團之資本架構並無任何重大變動。

Riding on the solid foundation of its e-commerce websites, loyal customer groups and excellent operation team, the Group will uphold its "customer-oriented" principle to enhance its predominance and market position, maximizing 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 March 2014, the Group's consolidated shareholders' equity, current assets and net current assets were approximately HK\$249,100,000 (2013: approximately HK\$258,400,000), approximately HK\$283,500,000 (2013: approximately HK\$282,200,000) and approximately HK\$203,500,000 (2013: approximately HK\$180,900,000) respectively.

In respect of the Group's current assets of approximately HK\$283,500,000 as at 31 March 2014 (2013: approximately HK\$282,200,000), trade receivable (net of provision for doubtful debts) account for 33.5% (2013: 30.6%) whilst cash, bank balances and deposits accounted for about 32.2% (2013: 35.0%). As at 31 March 2014, the Group's cash, bank balances and deposits amounted to approximately HK\$91,200,000 (2013: approximately HK\$98,700,000). All of the Group's cash, bank 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 March 2014, the Group did not have any outstanding bank and other loans (2013: Nil).

GEARING RATIO

As at 31 March 2014, the gearing ratio of the Group as a ratio of total liabilities over total assets was 26.7% (2013: 29.9%).

CAPITAL STRUCTURE

The Group mainly finances its operation with internally 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 mainly with the existing bank balance available.

As at 31 March 2014 and 31 March 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%.

As at 31 March 2014, the Group did not have an outstanding bank and other loans (2013: Nil).

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

重大收購、出售事項及重大投資

- (i) 於本期間，本集團與上海易寶軟件有限公司（「上海易寶」）的少數股東，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。

該收購於二零一四年三月二十七日完成。

- (ii) 於本期間，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（「該出售」）。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。

截止本報告日，該出售尚未完成。

除上述外，截至二零一四年三月三十一日止九個月，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。

資產抵押

本集團之銀行融資乃以下列各項作抵押：

- (i) 於二零一四年三月三十一日及二零一三年三月三十一日止期間，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450,000港元（二零一三年：無）之抵押。

或然負債

於二零一四年三月三十一日及二零一三年三月三十一日，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（二零一三年：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。

於二零一四年三月三十一日，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。

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

- (i) During the Period, the Group had entered an agreement with Shanghai Tongji New Products Development Company, a minority shareholder of Shanghai EPRO Software Company Limited ("SH EPro") (English name for identification only) to acquire its 10% equity interest in SH EPro at a consideration of RMB800,000 (the "Acquisition"). 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.

The Acquisition had completed on 27 March 2014.

- (ii) During the 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.

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

Save for the above, the Company had no other significant investments and material acquisitions or disposals for the nine months ended 31 March 2014.

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 March 2014 and 2013; and
- (ii) the pledge of certain of the Group's time deposits amounting to approximately HK\$450,000 (2013: Nil).

CONTINGENT LIABILITIES

As at 31 March 2014 and 31 March 2013, 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 utilized by the subsidiaries (2013: 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 March 2014, 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.

根據證券及期貨條例（「證券及期貨條例」）第XV部披露權益

A. 董事及首席執行官

於二零一四年三月三十一日，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 | 171,960,000 | | 3.38% |
| | 受控制公司權益 Interest of controlled corporation | 好倉 Long | 749,966,942 | (1) | 14.72% |
| | 合共 Total : | | 921,926,942 | | 18.10% |
| 孟虎先生 Mr. MENG Hu | 受控制公司權益 Interest of controlled corporations | 好倉 Long | 175,132,200 | (2) | 3.43% |
| | 配偶權益 Interest of spouse | 好倉 Long | 1,050,793,202 | (2) | 20.63% |
| | 合共 Total : | | 1,225,925,402 | | 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749,966,942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749,966,942股本公司股份中擁有權益。
- 175,132,200股本公司股份由Spacewalk International Limited（「Spacewalk」）擁有及1,050,793,202股本公司股份由Wise Focus International Limited（「Wise Focus」）擁有。Spacewalk由孟虎先生全權控制。Wise Focus由Janus Holdings Limited（「Janus」）全權控制，而Janus由洪燁女士全權控制，洪女士為孟先生之配偶。因此，根據證券及期貨條例第XV部，孟先生被視為於Spacewalk所持有之175,132,200股本公司股份及透過其配偶洪女士之權益而於1,050,793,202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二零一四年三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 March 2014, 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 | 171,960,000 | | 3.38% |
| 好倉 Long | 749,966,942 | (1) | 14.72% |
| 合共 Total : | 921,926,942 | | 18.10% |
| 好倉 Long | 175,132,200 | (2) | 3.43% |
| 好倉 Long | 1,050,793,202 | (2) | 20.63% |
| 合共 Total : | 1,225,925,402 | | 24.06% |

Notes:

- These 749,966,942 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 749,966,942 shares of the Company held by China Dynamic pursuant to Part XV of the SFO.
- These 175,132,200 shares of the Company were held by Spacewalk International Limited ("Spacewalk") and 1,050,793,202 shares of the Company were held by Wise Focus International Limited ("Wise Focus"). Spacewalk was wholly controlled by Mr. MENG Hu. Wise Focus was wholly controlled by Janus Holdings Limited ("Janus"), which was in turn wholly controlled by Ms. HONG Ye, the spouse of Mr. Meng. Accordingly, Mr. Meng was deemed to be interested in 175,132,200 shares of the Company held by Spacewalk and 1,050,793,202 shares of the Company through the interests of his spouse, Ms. Hong, 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 March 2014.

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，於二零一四年三月三十一日，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

於二零一四年三月三十一日，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% |
| Janus | 於受控制之法團之權益 Interest of controlled corporations | 好倉 Long | 1,050,793,202 | (2) | 20.63% |
| 洪燁女士 Ms. HONG Ye | 於受控制之法團之權益 Interest of controlled corporations | 好倉 Long | 1,050,793,202 | (2) | 20.63% |
| | 配偶權益 Interest of spouse | 好倉 Long | 175,132,200 | (2) | 3.43% |
| | | | 合共 Total : | | |
| | | | 1,225,925,402 | | 24.06% |

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 March 2014, 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 March 2014, 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* |
|---|--|---|---|-------------|--|
| 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% |
| China Dynamic | 實益擁有人 Beneficial owner | 好倉 Long | 749,966,942 | (4) | 14.72% |
| 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% |
| 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：

1. 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。

2. 該等1,050,793,202股本公司股份由Wise Focus擁有。Wise Focus由Janus全權控制，而Janus由洪燁女士全權控制。因此，根據證券及期貨條例第XV部，Janus及洪女士被視為於Wise Focus所持有之1,050,793,202股本公司股份中擁有權益。

根據證券及期貨條例第XV部，洪女士亦透過其配偶孟虎先生之權益被視為於本公司之175,132,200股本公司股份中擁有權益。

3. 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股股份中擁有權益。

4. 該等749,966,942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。

5. 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。

6. 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。

Notes:

1. 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.

2. These 1,050,793,202 shares of the Company were held by Wise Focus, a corporation wholly controlled by Janus which was in turn wholly controlled by Ms. HONG Ye. Accordingly, Janus and Ms. Hong were deemed to be interested in 1,050,793,202 shares of the Company held by Wise Focus pursuant to Part XV of the SFO.

Ms. Hong was also deemed to be interested in 175,132,200 shares of the Company through the interests of her spouse, Mr. MENG Hu, pursuant to Part XV of the SFO.

3. Ms. YIP Chi Yu was deemed to be interested in 921,926,942 shares of the Company through the interests of her spouse, Mr. HUANG Shaokang, pursuant to Part XV of the SFO.

4. These 749,966,942 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".

5. 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.

6. 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.

* 該百分比指擁有權益之普通股數目除以本公司於二零一四年三月三十一日之已發行股份數目。

除上文所披露者外，於二零一四年三月三十一日，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

於二零一四年三月三十一日，本公司購股權計劃並無任何尚未行使之購股權。於期內，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.董事及首席執行官」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滿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」）。

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。

* The percentage represents the number of ordinary shares interested divided by the number of issued shares of the Company as at 31 March 2014.

Save as disclosed above, as at 31 March 2014, 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

SHARE OPTION SCHEME

As at 31 March 2014, there was no option outstanding under the Company's share option scheme. No options were granted/exercised/lapsed/cancelled under the share option scheme during the 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 corporate.

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.

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.

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二零一四年三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、控制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

截至二零一四年三月三十一日止九個月，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。

董事及有關僱員進行之證券交易

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上述規則所載者之指引。截至二零一四年三月三十一日止九個月，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「重大收購、出售事項及重大投資」內之該收購。

企業管治

於截至二零一四年三月三十一日止整個九個月內，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。本集團截至二零一四年三月三十一日止九個月之第三季度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。

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 March 2014.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

None of the directors, or the controlling 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 nine months ended 31 March 2014, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

SECURITIES TRANSACTIONS BY DIRECTORS/RELEVANT EMPLOYEES

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 above rules. No incidence of non-compliance was noted for the nine months ended 31 March 2014.

CONNECTED TRANSACTION

Please refer to the Acquisition under "Material Acquisitions, Disposal and Significant Investments" of this Report for details.

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 nine months ended 31 March 2014.

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 third quarterly report for the nine months ended 31 March 2014 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.

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，二零一四年五月十三日

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 May 2014