



**Thiz Technology Group Limited**

即時科研集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code 股份代號: 8119)

**Third Quarterly Report**  
**2014/15 第三季度報告**

## **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 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 Thiz Technology Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to Thiz Technology Group Limited. 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; 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.*

*\* For identification purpose only*

## SUMMARY

- The Group recorded a turnover of approximately HK\$1,291,000 for the nine months ended 31 December 2014.
- Profit attributable to shareholders was approximately HK\$1,948,000.
- The directors of the Company (the “Directors”) do not recommend the payment of an interim dividend for the nine months ended 31 December 2014.

## RESULTS

The board of Directors (the “Board”) of Thiz Technology Group Limited (the “Company”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (together the “Group”) for the three months and nine months ended 31 December 2014 together with the comparative unaudited figures for the corresponding periods in 2013 as follows:

### UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	<i>Notes</i>	<b>For the three months ended 31 December</b>		<b>For the nine months ended 31 December</b>	
		<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
		<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>	<b>HK\$'000</b>
Turnover	3	<b>280</b>	375	<b>1,291</b>	751
Cost of sales		<u>—</u>	<u>—</u>	<u>—</u>	<u>(1)</u>
Gross profit		<b>280</b>	375	<b>1,291</b>	750
Other income	3	<b>5</b>	8	<b>6,763</b>	13
Selling and distribution expenses		<b>(6)</b>	(3)	<b>(14)</b>	(24)
General and administrative expenses		<b>(2,132)</b>	(1,859)	<b>(5,450)</b>	(6,237)
Finance costs		<b>(150)</b>	(324)	<b>(649)</b>	(928)
Profit/(Loss) before taxation	4	<b>(2,003)</b>	(1,803)	<b>1,941</b>	(6,426)
Taxation	5	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
<b>Profit/(Loss) for the period</b>		<b>(2,003)</b>	(1,803)	<b>1,941</b>	(6,426)
Exchange differences on translation		<b>5</b>	(7)	<b>9</b>	153
<b>Total comprehensive income</b>		<b><u>(1,998)</u></b>	<b><u>(1,810)</u></b>	<b><u>1,950</u></b>	<b><u>(6,273)</u></b>

	For the three months ended 31 December		For the nine months ended 31 December	
	2014	2013	2014	2013
Notes	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Profit/(Loss) attributable to:</b>				
Owners of the Company	(2,001)	(1,801)	1,948	(6,416)
Non-controlling interests	(2)	(2)	(7)	(10)
	<u>(2,003)</u>	<u>(1,803)</u>	<u>1,941</u>	<u>(6,426)</u>
<b>Total comprehensive income attributable to:</b>				
Owners of the Company	(1,996)	(1,808)	1,957	(6,263)
Non-controlling interests	(2)	(2)	(7)	(10)
	<u>(1,998)</u>	<u>(1,810)</u>	<u>1,950</u>	<u>(6,273)</u>
		(restated)		(restated)
<b>Profit/(Loss) per share</b>				
– Basic and diluted (in cents) 6	<u>(0.9)</u>	<u>(0.8)</u>	<u>0.9</u>	<u>(3.0)</u>

# **CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)**

	Share Capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Special reserve <i>HK\$'000</i>	Translation reserve <i>HK\$'000</i>	Accumulated losses <i>HK\$'000</i>	Total <i>HK\$'000</i>	Non- controlling interests <i>HK\$'000</i>	Total equity <i>HK\$'000</i>
Balance at 1 April 2013	168,274	28,060	84	360	4,384	(220,832)	(19,670)	(283)	(19,953)
Other comprehensive income	–	–	–	–	153	–	153	–	153
Loss for the period	–	–	–	–	–	(6,416)	(6,416)	(10)	(6,426)
Issuing new shares	40,000	4,689	–	–	–	–	44,689	–	44,689
	<u>208,274</u>	<u>32,749</u>	<u>84</u>	<u>360</u>	<u>4,537</u>	<u>(227,248)</u>	<u>18,756</u>	<u>(293)</u>	<u>18,463</u>
Balance at 31 December 2013	<b>208,274</b>	<b>32,749</b>	<b>84</b>	<b>360</b>	<b>4,537</b>	<b>(227,248)</b>	<b>18,756</b>	<b>(293)</b>	<b>18,463</b>
Balance at 1 April 2014	<b>208,274</b>	<b>34,018</b>	<b>84</b>	<b>360</b>	<b>4,388</b>	<b>(228,192)</b>	<b>18,932</b>	<b>(296)</b>	<b>18,636</b>
Other comprehensive income	–	–	–	–	9	–	9	–	9
Profit for the period	–	–	–	–	–	1,948	1,948	(7)	1,941
Issuing new shares	17,296	(6,746)	–	–	–	–	10,550	–	10,550
	<u>225,570</u>	<u>27,272</u>	<u>84</u>	<u>360</u>	<u>4,397</u>	<u>(226,244)</u>	<u>31,439</u>	<u>(303)</u>	<u>31,136</u>
Balance at 31 December 2014	<b>225,570</b>	<b>27,272</b>	<b>84</b>	<b>360</b>	<b>4,397</b>	<b>(226,244)</b>	<b>31,439</b>	<b>(303)</b>	<b>31,136</b>

*Notes to the Accounts:*

**1. General information**

The Company was incorporated as an exempted company with limited liability in the Cayman Islands under the Companies Law (Cap.22 Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 6 December 2000. The Group is a developer and provider of a range of Linux solutions including Linux operating systems, application systems run on Linux and other businesses.

**2. Basis of preparation**

The unaudited consolidated results of the Group have been prepared in accordance with the new Hong Kong Financial Reporting Standards (“HKFRS”) and Hong Kong Accounting Standards (“HKAS”) (collectively “HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. They have also been prepared under the historical convention.

The details of adoption of new and revised HKFRSs have been set out in the Company’s annual report for the year ended 31 March 2014.

The accounting policies adopted in preparing the unaudited consolidated results are consistent with those applied in the preparation of the Group’s annual financial statements for the year ended 31 March 2014.

The Group has not early adopted any new standards or interpretations that have been issued but are not yet effective.

**3. Turnover and other revenues**

Turnover represents the invoiced value of trading income, software development income and rental income, after allowances for returns and discounts and net of value added tax. An analysis of the Group’s turnover and other revenue is as follows:

	<b>For the three months ended</b>		<b>For the nine months ended</b>	
	<b>31 December</b>		<b>31 December</b>	
	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>	<b>(Unaudited)</b>
	<b>HK\$’000</b>	<b>HK\$’000</b>	<b>HK\$’000</b>	<b>HK\$’000</b>
Turnover:				
Software development income	—	54	106	135
Trading income	77	77	232	231
Rental income	203	244	953	385
	<u>280</u>	<u>375</u>	<u>1,291</u>	<u>751</u>
Other revenues:				
Interest income	5	8	17	13
Sundry income	—	—	—	—
Gain on loan capitalization	—	—	6,746	—
	<u>5</u>	<u>8</u>	<u>6,763</u>	<u>13</u>
	<u><b>285</b></u>	<u><b>383</b></u>	<u><b>8,054</b></u>	<u><b>764</b></u>

#### 4. Profit/(Loss) before tax (Unaudited)

	For the three months ended		For the nine months ended	
	31 December		31 December	
	2014	2013	2014	2013
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(Loss) before tax is arrived at after charging:				
Cost of inventories sold	—	—	—	1
Depreciation	2	5	6	19
Finance costs	150	324	649	928

#### 5. Taxation

Hong Kong profits tax is calculated at 16.5% (2013: 16.5%) of the estimated assessable profit for the period and taxation for other jurisdictions is calculated on the rates prevailing in the relevant jurisdiction. No provision for taxation has been made as the Group incurred a taxation loss for the period.

Deductible temporary differences have not been recognised in these financial statements owing to the absence of objective evidence in respect of the availability of sufficient taxable profits that are expected to arise to offset against the deductible temporary differences.

#### 6. Profit/(Loss) per share

The calculation of basic profit per share for the nine months ended 31 December 2014 is based on the profit attributable to owners of the Company of HK\$1,948,000 (2013: Loss HK\$6,416,000) and the weighted average of 225,570,261 (2013: 208,273,725 (restated)) ordinary shares in issue during the period.

## **INTERIM DIVIDEND**

The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2014 (2013: Nil).

## **BUSINESS REVIEW**

Amid the impact of expected slow recovery of global economy, China's economy for the fourth quarter of last year (2014) only recorded a growth rate of 7.3% and the growth rate for the whole year was also a record low level of 7.4%, which affected the export, manufacturing, domestic demand and property sectors. However, the turnover of the Group still improved as compared with the previous year, mainly due to the increased contribution of our property leasing business in Shanghai, China with improving gross profit margin.

According to the property information published by China, the supply and demand of office property in Shanghai for 2014 has returned to its average level as recorded in last year. In terms of rental fee, the rental fees of office buildings in Pudong and Puxi for the end of last year recorded an increase of 7% and a decrease of approximately 3% as compared with the beginning of the year, respectively.

## **PROSPECT**

According to the published estimations, the supply of grade-A office buildings in Shanghai for the current year (2015) will be approximately 1 million sq.m., among which, the supplies of grade-A office buildings in Pudong, Minhang, Huangpu and Hongkou districts surge significantly. There are high quality projects which continue to be launched to the market for each of the core districts while substantial special projects are also introduced in the new commercial districts.

Looking forward, the office building market will encounter more challenges in the future with respect to the trading volume, rental fee and vacancy rate under the impact of decline in economic growth and increasing supply. The operating environment where the Group operates will be more difficult and challenging.

### ***Financial highlights***

The Group's consolidated turnover for the nine months ended 31 December 2014 amounted to approximately HK\$1,291,000 (2013: HK\$751,000). During the period under review, profit from operations for the period was HK\$2,590,000, compared to loss HK\$5,498,000 in the corresponding period of last year. Further, profit attributable to owners of the Company for the period was HK\$1,948,000 while the corresponding period of last year was loss HK\$6,416,000.



Gross profit for the Group increased from HK\$750,000 in 2013 to HK\$1,291,000 in 2014, due to the increased proportion of rental income.

Total operating costs were approximately HK\$5,464,000 (2013: HK\$6,261,000). Compare to the corresponding period of last year, the operating costs have decreased by 12%, due to costs of acquisition in last year.

## **DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SECURITIES OF THE COMPANY**

As at 31 December 2014, the interests or short positions of the directors and chief executive in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”), Chapter 571 of the Laws of Hong Kong), which were notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.61 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

### **(a) Long positions in ordinary shares of HK\$0.1 of the Company**

<b>Name of Directors</b>	<b>Type of interest</b>	<b>Total number of shares held</b>	<b>Percentage of shareholding</b>
Mr. Lin Chien Hsin	Personal	5,295,000	2.35%
Mr. Wong Hoi Wong (“Mr. Albert Wong”) ( <i>Note</i> )	Other	1,508,600	0.67%

*Note:* These 1,508,600 shares are registered in name of Eaglemax International Investment Limited, a company wholly owned by Intelligent Management Limited as the trustee of Intelligent Management Discretionary Trust, a family discretionary trust, the objects of which include Mr. Albert Wong and his family and any charity in the world. As at 31 December 2014, Mr. Albert Wong held the entire issued share capital of Intelligent Management Limited. By virtue of SFO, Mr. Albert Wong has interest of such shares.

### **(b) Short positions in the shares and underlying shares of the Company**

Save as disclosed herein, as at 31 December 2014, none of the directors has short positions in the shares or underlying shares of equity derivatives of the Company.

Save as disclosed herein, as at 31 December 2014, none of the directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have taken under such provisions of the SFO), or which were required pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.61 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## **SUBSTANTIAL SHAREHOLDERS' INTERESTS**

As at 31 December 2014, the following persons (not being the directors and chief executives of the Company) had interests or short positions in the shares, underlying shares or debentures of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO as follows:–

<b>Name of Shareholder</b>	<b>Nature of interests</b>	<b>Number of Shares Held</b>	<b>Approximate percentage of issued share capital</b>
Ms. Wang Ying Fang	Beneficial	40,000,000	17.73%

Save as disclosed above, as at 31 December 2014, there was no person (not being the directors and chief executives of the Company) who had any interests or short positions in the shares, underlying shares and debentures of the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept under Section 336 of the SFO.

## **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed under the heading “Directors’ and Chief Executives’ Interests in Securities of the Company”, at no time during the nine months ended 31 December 2014 was the Company or any of its subsidiaries a party to any arrangements to enable any director or their respective spouse or children under 18 years of age to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

## **COMPETING INTERESTS**

None of the directors or the management shareholders (as defined in the GEM Listing Rules) of the Company or their respective associates had any interest in a business which competed or might compete with business of the Group.

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

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the nine months ended 31 December 2014.

## **AUDIT COMMITTEE**

The Company has established an Audit Committee with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee comprises three independent non-executive directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze. The Audit Committee is chaired by Mr. Chu Meng Chi. The primary duties of the Audit Committee are to supervise the financial reporting process and internal control of the Company. The Audit Committee has reviewed the unaudited results of the Group for the nine months ended 31 December 2014 and has provided advice and comment thereon.

## **CODE ON CORPORATE GOVERNANCE PRACTICES**

The Company applied the principles and complied with all the code provisions as set out in the Code on Corporate Governance Practices (the Code) contained in Appendix 15 of the GEM Listing Rules throughout the Period, save for the deviations discussed below.

## **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

Under the code provision A.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. The division of responsibilities between the Chairman and Chief Executive Officer should be clearly established and set out in writing.

Mr. Wong Hoi Wong is both the Chairman and Chief Executive Officer of the Company who is responsible for managing the Board and the Group business. The Board considers that, with the present board structure and scope of business of the Group, there is no imminent need to separate the roles into two individuals as Mr. Wong is perfectly capable of distinguishing the priority of these roles in which he has been acting. However, the Board will continue to review the effectiveness of the Group corporate governance structure to assess whether the separation of the positions of Chairman and Chief Executive Officer is necessary.

## **NON-EXECUTIVE DIRECTORS**

Under the Code Provision A.4.1, all the non-executive directors should be appointed for a specific term, subject to re-election. At present, the non-executive Directors are not appointed for a specific term, but are subject to retirement by rotation and re-election in accordance with the Company's Articles of Association.

## **CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the code for securities transactions by the Directors set out in Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct regarding securities transactions by Directors. The Company confirmed that, having made specific enquiry from all Directors, the Directors have complied with the required standard of dealings and its code of conduct regarding securities transactions by the Directors for the nine months ended 31 December 2014.

By Order of the Board  
**Wong Hoi Wong**  
*Chairman*

Hong Kong, 12 February 2015

*As at the date hereof, the board of directors of the Company comprises two executive directors, namely Mr. Wong Hoi Wong and Mr. Lin En Fu, three non-executive directors, namely Mr. Lin Chien Hsin, Ms. Hsieh Yi Chen and Ms. Wu Chiao Ru and three independent non-executive directors, namely Ms. Lin Yan Jenny, Mr. Chu Meng Chi and Ms. Chan Mei Sze.*