



PROSTEN

PROSTEN TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

長達科技控股有限公司*

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號：8026



LOOK
BEYOND
TODAY

2015
First Quarterly Report
第一季度業績報告

* For identification purpose only 僅供識別

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

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

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities 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 Prosten Technology Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富之投資者。

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

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

HIGHLIGHTS

摘要

- Revenue of the Group for the three months ended 30 June 2015 amounted to approximately HK\$2.2 million, representing a decrease of approximately 6.3% as compared to the corresponding period in the previous financial year.
- The Group's gross profit for the three months ended 30 June 2015 was approximately HK\$1.9 million, increased by approximately HK\$0.4 million compared with the same period of last year.
- Loss attributable to equity holders of the Company for the three months ended 30 June 2015 amounted to approximately HK\$5.2 million, which represented a decrease in loss of approximately HK\$5.5 million compared with the three months ended 30 June 2014.
- The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2015.
- 本集團截至二零一五年六月三十日止三個月之收益約為2,200,000港元，較上一個財政年度同期減少約6.3%。
- 本集團截至二零一五年六月三十日止三個月之毛利約為1,900,000港元，較去年同期上升約400,000港元。
- 截至二零一五年六月三十日止三個月，本公司權益持有人應佔虧損約為5,200,000港元，較截至二零一四年六月三十日止三個月虧損減少約5,500,000港元。
- 董事會不建議就截至二零一五年六月三十日止三個月派發任何中期股息。



UNAUDITED CONSOLIDATED RESULTS

The board of Directors (the “Board”) of the Company is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the “Group”) for the three months ended 30 June 2015 together with the comparative unaudited figures for the three months ended 30 June 2014 as follows:

未經審核綜合業績

本公司董事會(「董事會」)欣然宣佈，本公司及其附屬公司(「本集團」)截至二零一五年六月三十日止三個月之未經審核綜合業績，連同截至二零一四年六月三十日止三個月之未經審核比較數字如下：

		Three months ended 30 June		
		截至六月三十日止三個月		
		2015	2014	
		二零一五年	二零一四年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
		Notes		
		附註		
Revenue	收益	2	2,249	2,400
Cost of sales	銷售成本		(356)	(939)
Gross profit	毛利		1,893	1,461
Other income and gains	其他收入及收益		14	126
Selling expenses	銷售開支		(929)	(866)
Administrative expenses	行政開支		(5,987)	(10,453)
Other expenses	其他開支		(227)	(999)
Finance costs	財務費用		(10)	(10)
Loss before tax	除稅前虧損		(5,246)	(10,741)
Income tax expense	所得稅開支	3	—	—
Loss for the period attributable to equity holders of the Company and total comprehensive expense for the period attributable to equity holders of the Company	本公司權益持有人應佔期內虧損及本公司權益持有人應佔期內全面開支總額		(5,246)	(10,741)
Loss per share attributable to equity holders of the Company	本公司權益持有人應佔每股虧損	4		
Basic	基本		HK(0.66)	HK(1.40)
			cents 港仙	cents 港仙
Diluted	攤薄		N/A	N/A
			不適用	不適用

Notes:

附註：

1. Basis of Preparation

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

The accounting policies applied in the preparation of the unaudited consolidated results are consistent with those adopted in the preparation of the annual consolidated financial statements of the Group for the year ended 31 March 2015, except that the Group has adopted a number of new or revised HKFRSs, which are newly effective for the period under review. The adoption of these new or revised HKFRSs had no change in significant accounting policies and no significant effect on the financial results of the current period. There is no prior period adjustment required.

The Group has not applied or early adopted the new or revised HKFRSs (including their consequential amendments) which are relevant to the Group that have been issued but are not yet effective in the preparation of these unaudited consolidated results. The Group is in the process of assessing the potential impact of these new or revised HKFRSs upon initial application but is not yet in a position to state whether these new or revised HKFRSs would have a significant impact on the Group's results of operations and financial position. It is anticipated that all of the pronouncements relevant to the Group will be adopted in the Group's accounting policy in the accounting periods when they first become effective.

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

1. 編製基準

本集團之未經審核綜合業績乃根據香港會計師公會頒佈之香港財務申報準則（「香港財務申報準則」）（包括所有個別香港財務申報準則、香港會計準則及詮釋）及香港普遍採納之會計原則而編製。此外，未經審核綜合業績包括創業板上市規則所規定之適用披露。用於編製此等未經審核綜合業績之計量基準乃歷史成本慣例，惟投資物業以公平價值列賬。此等未經審核綜合業績以港元呈列，除另有指明外，所有金額均調整至最接近千位數。

編製未經審核綜合業績採用之會計政策，乃與編製本集團截至二零一五年三月三十一日止年度之全年綜合財務報表所採納者貫徹一致，惟本集團採納多項於回顧期內新生效的新訂或經修訂香港財務申報準則。採納該等新訂或經修訂香港財務申報準則毋須對重大會計政策作出變更並對本期間的財務業績並無重大影響，亦毋須作出往期調整。

本集團並無於此等未經審核綜合業績內應用或提早採納與本集團相關的已經頒佈但尚未生效的新訂或經修訂香港財務申報準則（包括其後續修訂）。本集團現正評估首次應用此等新訂或經修訂香港財務申報準則時之潛在影響，惟尚未能確定該等新訂或經修訂香港財務申報準則是否會對本集團之營運業績及財務狀況構成重大影響。預期所有與本集團有關之準則將於其首次生效之會計期間納入本集團之會計政策。

未經審核綜合業績已由本公司之審核委員會（「審核委員會」）審閱。



2. Revenue

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

3. Income Tax Expense

Hong Kong profits tax has not been provided as the Group did not generate any assessable profits arising in Hong Kong during the three months ended 30 June 2015 (three months ended 30 June 2014: nil). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or jurisdictions in which the Group operates.

2. 收益

收益即本集團之營業額，指期內所提供服務之發票淨值。

3. 所得稅開支

由於本集團於截至二零一五年六月三十日止三個月內並無錄得任何於香港產生之應課稅溢利(截至二零一四年六月三十日止三個月：無)，故並無作出香港利得稅之撥備。其他地區之應課稅溢利乃根據本集團經營業務所在之國家或司法權區當地之現行稅率計算稅項。

Three months ended 30 June

截至六月三十日止三個月

2015	2014
二零一五年	二零一四年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Deferred and tax expense for the period

遞延及期內稅項
開支

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

The calculation of the basic loss per share amount is based on the unaudited consolidated loss for the period attributable to equity holders of the Company of approximately HK\$5,246,000 (three months ended 30 June 2014: HK\$10,741,000), and the weighted average number of ordinary shares of approximately 796,983,000 (three months ended 30 June 2014: 756,355,000) in issue during the period.

No diluted loss per share is calculated as there were no dilutive potential equity shares as at 30 June 2015 and 30 June 2014.

4. 本公司權益持有人應佔每股虧損

每股基本虧損乃根據本公司權益持有人應佔期內未經審核綜合虧損約5,246,000港元(截至二零一四年六月三十日止三個月：10,741,000港元)及期內已發行普通股加權平均數約796,983,000股(截至二零一四年六月三十日止三個月：756,355,000股)計算。

由於二零一五年六月三十日及二零一四年六月三十日並無潛在攤薄權益股份，故並無計算每股攤薄虧損。

5. Reserves

5. 儲備

		Share premium account	Statutory reserve fund	Foreign currency translation reserve	Share option reserve	Accumulated losses	Total
		股份 溢價賬	法定 儲備基金	外幣匯兌 儲備	購股權 儲備	累計虧損	總計
		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
			(Note a)	(Note b)			
			(附註 a)	(附註 b)			
At 1 April 2015 (audited)	於二零一五年四月一日 (經審核)	378,628	3,349	14,787	611	(487,852)	(90,477)
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	(5,246)	(5,246)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	—	—	(5,246)	(5,246)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	39	—	39
Exercise of share options (unaudited)	行使購股權(未經審核)	464	—	—	(288)	—	176
At 30 June 2015 (unaudited)	於二零一五年六月三十日 (未經審核)	379,092	3,349	14,787	362	(493,098)	(95,508)
At 1 April 2014 (audited)	於二零一四年四月一日 (經審核)	372,468	3,349	14,804	10,041	(465,481)	(64,819)
Loss for the period (unaudited)	期內虧損(未經審核)	—	—	—	—	(10,741)	(10,741)
Total comprehensive expense for the period (unaudited)	期內全面開支總額 (未經審核)	—	—	—	—	(10,741)	(10,741)
Equity-settled share option arrangements (unaudited)	以權益結算之購股權安排 (未經審核)	—	—	—	140	—	140
Transfer of share option reserve on the forfeited share options (unaudited)	購股權被沒收時轉撥購股權 儲備(未經審核)	—	—	—	(3)	3	—
At 30 June 2014 (unaudited)	於二零一四年六月三十日 (未經審核)	372,468	3,349	14,804	10,178	(476,219)	(75,420)



Notes:

(a) Statutory reserve fund

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

(b) Foreign currency translation reserve

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

INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the three months ended 30 June 2015 (three months ended 30 June 2014: nil).

附註：

(a) 法定儲備基金

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

(b) 外幣匯兌儲備

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

中期股息

董事會不建議就截至二零一五年六月三十日止三個月派發任何中期股息(截至二零一四年六月三十日止三個月：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

Financial Review

Revenue

During the period under review, the Group recorded revenue of approximately HK\$2.2 million for the three months ended 30 June 2015, which was mainly derived from technical supporting services contracts with a major telecommunication operator in the PRC regarding wireless value-added service ("WVAS") in respect of music. As reported in previous reports and announcements, the Group has tied up its existing resources in these contracts to ensure the provision of high-quality services and thus resources available to other business areas were limited that resulted in a drop in revenue from other business partners of WVAS. As a result, the Group's revenue was decreased by approximately 6.3% as compared to the revenue of approximately HK\$2.4 million for the three months ended 30 June 2014.

Gross profit

For the three months ended 30 June 2015, the Group's gross profit was amounted to approximately HK\$1.9 million, representing an increase of approximately HK\$0.4 million from that for the corresponding period last year. The increase in gross profit was mainly due to the decrease in direct operational staff costs during the period under review.

Other income and gains

Other income and gains for the three months ended 30 June 2015 decreased by approximately HK\$0.1 million as compared to that for the three months ended 30 June 2014 was mainly due to the decrease in investment income.

管理層討論及分析

財務回顧

收益

於回顧期內，本集團截至二零一五年六月三十日止三個月錄得之收益約為2,200,000港元，主要源自本集團與一中國主要電信運營商的音樂相關無線增值服務（「無線增值服務」）之技術支援服務合同。誠如過往之報告及公佈中所呈報，為確保提供優質服務，本集團已將現有資源投放於該等合同中，因此局限了用於其他業務領域之資源，導致來自無線增值服務業務之其他合作夥伴之收益減少。因此，本集團之收益較截至二零一四年六月三十日止三個月之收益約2,400,000港元減少約6.3%。

毛利

截至二零一五年六月三十日止三個月，本集團之毛利約為1,900,000港元，較去年同期增加約400,000港元。毛利增加主要是由於回顧期內直接營運人員之員工成本減少所致。

其他收入及收益

截至二零一五年六月三十日止三個月之其他收入及收益較截至二零一四年六月三十日止三個月減少約100,000港元，主要是由於投資收入減少所致。



Expenses

Selling expenses for the three months ended 30 June 2015 was approximately HK\$0.9 million which is in line with that for the three months ended 30 June 2014.

Administrative expenses mastered a decrease of approximately HK\$4.5 million from approximately HK\$10.5 million for the three months ended 30 June 2014 to approximately HK\$6.0 million for the three months ended 30 June 2015. The decrease in such expenses was due to decrease in headcount and payroll expenses, which was off-set by the relatively high legal and professional fees incurred for an one-off corporate transaction during the period under review.

Other expenses, which mainly represented expenses for service and staff development and other non-operating expenses, decreased from approximately HK\$1.0 million for the three months ended 30 June 2014 to approximately HK\$0.2 million for the three months ended 30 June 2015. The decrease was mainly due to the decrease in non-operating staff costs during the period and the decrease in fair value of the investment property.

Total equity

Due to the loss in the period and the use up of internal resources as described above, as at 30 June 2015, the Group has a deficit in assets amounted to approximately HK\$15.6 million (31 March 2015: HK\$10.9 million) and net current liabilities amounted to approximately HK\$22.5 million (31 March 2015: HK\$18.1 million).

開支

截至二零一五年六月三十日止三個月之銷售開支約為900,000港元，與截至二零一四年六月三十日止三個月相約。

行政開支由截至二零一四年六月三十日止三個月之約10,500,000港元減少約4,500,000港元至截至二零一五年六月三十日止三個月之約6,000,000港元。此等開支之減少乃由於人數及薪酬開支減少所致，但被回顧期內由於企業交易產生之相對較高的一次性律師及專業費用所抵銷。

其他開支(主要為服務及員工發展開支以及其他非經營性開支)由截至二零一四年六月三十日止三個月之約1,000,000港元減少至截至二零一五年六月三十日止三個月之約200,000港元，主要原因是期內非經營性員工成本減少及投資物業公允價值之下跌。

權益總額

如上所述，由於期內虧損及消耗內部資源，於二零一五年六月三十日，本集團之資產虧絀約為15,600,000港元(二零一五年三月三十一日：10,900,000港元)及流動負債淨值約為22,500,000港元(二零一五年三月三十一日：18,100,000港元)。

Liquidity and financial resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and minimise the cost of funds, the Group's treasury activities are centralised and cash is generally placed in deposits with banks.

As at 30 June 2015, total cash and cash equivalents of the Group amounted to approximately HK\$0.9 million (31 March 2015: HK\$1.8 million). The Group's loan from third party, which was pledged by a property of the Group located in the PRC, amounted to approximately HK\$1.1 million as at 31 March 2015 was fully repaid during the three months ended 30 June 2015.

During the period under review, the Group financed its operations by funds generated from its operations and from the exercises of share options. Its cash resources were used up to finance the operations of the Group and repayment of the third party loan. There was no seasonality as to the Group's borrowing requirements and no committed borrowing facilities.

Treasury policies and foreign currency exchange exposure

As most of the Group's trading transactions, monetary assets and liabilities are denominated in Renminbi and Hong Kong dollar, the impact of foreign exchange exposure to the Group was minimal and there was no significant adverse effect on normal operations.

Cash is generally deposited at banks in the PRC and Hong Kong and denominated mostly in Renminbi and Hong Kong dollar. As at 30 June 2015, no related hedges were made by the Group (31 March 2015: nil).

流動資金及財政資源

本集團採取審慎之現金及財政管理政策。為求能夠更有效控制成本及盡量降低資金成本，本集團之財資活動均為中央管理，而現金一般存放於銀行作為存款。

於二零一五年六月三十日，本集團之現金及現金等值物總額約為900,000港元(二零一五年三月三十一日：1,800,000港元)。本集團於二零一五年三月三十一日之第三方借貸(該借貸由本集團位於中國之物業作抵押)為約1,100,000港元，於截至二零一五年六月三十日止三個月內已悉數償還。

於回顧期內，本集團以其經營活動以及行使購股權所產生之資金為其營運提供資金。本集團之現金資源已用於為本集團之營運提供資金及償還第三方借貸。本集團之借貸要求並無季節性因素，亦無承諾借貸融資。

庫務政策及外匯風險

本集團大部分買賣交易、貨幣資產及負債乃以人民幣及港元為計算單位，因此外幣匯兌風險對本集團並無構成重大影響，對正常業務亦無重大不利影響。

現金一般存放於中國及香港的銀行，主要以人民幣及港元為計算單位。於二零一五年六月三十日，本集團並無進行相關對沖(二零一五年三月三十一日：無)。



Contingent liabilities

As at 30 June 2015, the Group had no material contingent liabilities (31 March 2015: nil).

Significant investments, acquisitions or disposals

There were no significant investments or material acquisitions or disposals by the Company during the three months ended 30 June 2015 (2014: nil).

Capital structure

The shares of the Company were listed on GEM on 28 March 2000. During the period under review, a total of 2,700,000 share options were exercised to subscribe for shares of the Company.

On 1 April 2015, Dynamic Peak Limited (“Dynamic Peak”) as the offeror and existing substantial shareholder of the Company, and Century Technology Holding (PTC) Limited, Bakersfield Global (PTC) Corporation and Greenford Company (PTC) Limited (the “Vendors”) as the vendors and former substantial shareholders of the Company, entered into a sale and purchase agreement (“S&P Agreement”). Pursuant to which, Dynamic Peak conditionally agreed to purchase and the Vendors conditionally agreed to sell the aggregate of 294,276,619 shares of the Company (the “Sale Shares”), for a total consideration of HK\$79,454,687.13 (representing HK\$0.27 per Sale Share). The completion of the S&P Agreement took place on 29 April 2015. For details, please refer to the Company’s announcement dated 29 April 2015.

或然負債

於二零一五年六月三十日，本集團並無重大或然負債（二零一五年三月三十一日：無）。

重大投資、收購或出售

本公司於截至二零一五年六月三十日止三個月內並無重大投資或重大收購或出售（二零一四年：無）。

資本架構

本公司股份於二零零零年三月二十八日在創業板上市。於回顧期內，合共2,700,000份購股權已獲行使，以認購本公司股份。

於二零一五年四月一日，Dynamic Peak Limited（「Dynamic Peak」）（作為要約人及本公司之現任主要股東）與Century Technology Holding (PTC) Limited、Bakersfield Global (PTC) Corporation及Greenford Company (PTC) Limited（作為賣方及本公司之前任主要股東）（「賣方」）訂立買賣協議（「買賣協議」）。據此，Dynamic Peak有條件地同意購買而賣方有條件地同意出售本公司合共294,276,619股股份（「銷售股份」），總代價為79,454,687.13港元（相等於每股銷售股份0.27港元）。買賣協議於二零一五年四月二十九日完成。詳情請參閱本公司日期為二零一五年四月二十九日之公佈。

Event after the Reporting Period

Pursuant to a placing agreement dated 31 July 2015, 136,270,000 ordinary shares of HK\$0.10 each of the Company were issued under the general mandate at the price of HK\$0.43 per share for cash to a placing agent (the "Placing").

The total of 136,270,000 placing shares represents approximately 17.05% of the Company's issued share capital before the Placing (799,242,500 ordinary shares) and approximately 14.57% of its enlarged issued share capital of the Company after the Placing (935,512,500 ordinary shares). The net proceeds from the Placing was approximately HK\$57,000,000. The Company will use such net proceeds mainly for general working capital of the Group. Completion of the Placing will take place on the third business day after the fulfilment of the condition set out in the placing agreement or such other date as the Company and the placing agent may agree in writing.

Business Review and Outlook

During the first quarter of 2015, tight policies were continued for domestic telecommunication industry. Telecommunication operators generally imposed tight control and measures on wireless service providers on certain of their promotion channels. This affected the public awareness of the Group's services and eventually had negative impact on the demand for and usage of the Group's services as well as its revenue.

報告期後事項

根據二零一五年七月三十一日之配售協議，本公司根據一般授權向一名配售代理發行136,270,000股每股面值0.10港元之普通股，以現金每股0.43港元作價（「配售事項」）。

配售股份合共為136,270,000股，佔本公司於配售事項前已發行股本（799,242,500股普通股）約17.05%，及本公司於配售事項後經擴大之已發行股本（935,512,500股普通股）約14.57%。配售事項之所得款項淨額約為57,000,000港元。該款項淨額將主要由本公司用作本集團之一般營運資金。配售事項將於達成配售協議所載之條件後第三個營業日或本公司可能與配售代理以書面形式達成之其他日期完成。

業務回顧及展望

於二零一五年第一季度，國內電信行業市場政策仍然嚴緊。電信運營商普遍嚴格管控無線服務供應商之促銷渠道，影響到本集團服務之知名度，並最終對本集團之服務需求和使用以及其收益產生不利影響。



Over the past decade, the telecommunication industry has been going through significant structural changes and couple with the impact of the rapid advancement of technologies change the overall industry landscape. Wireless network operators and service providers are experiencing dramatic changes, shifting from voice-only network, with one service running over the network, to a voice and data environment. Mobile internet population in the PRC is increasing with the raising use of smartphones and the improvement of networking infrastructure. Looking ahead, the Group will continue to maintain its high quality service while the management will conduct a detail review of the business operations of the Group for the purpose of formulating suitable business plans and strategies for its future business development. Subject to the results of the review, and should suitable business opportunities arise, the management may consider future development of the Group's business in order to enhance its revenue and to cope with the changing business environment.

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

As at 30 June 2015, the interests and short positions of the Directors and chief executive in the shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were, pursuant to the code of conduct regarding securities transactions by Directors adopted by the Company, notified to the Company and the Exchange, were as follows:

在過去十年裡，電信行業正經歷重大之結構轉變，加上科技快速發展之影響，改變了整體行業之格局。無線網絡運營商及服務供應商正在經歷從通話網絡（網絡僅提供一種服務）到通話及數據環境的巨大變化。隨著智能手機於中國的普及與網絡基礎設施的完善，中國移動互聯網用戶不斷增加。展望未來，本集團將繼續維持其高質素服務，而管理層將對本集團之業務經營進行詳細審閱，以為其未來業務發展制定適當業務計劃及策略。待得出審閱結果後，倘出現適當業務機會，管理層可能考慮本集團業務之未來發展以提升其收益及應對業務環境的轉變。

董事及主要行政人員於股份及相關股份之權益及淡倉

於二零一五年六月三十日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份及相關股份中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例相關條文彼等被當作或視為擁有之權益或淡倉），或須記錄於本公司根據證券及期貨條例第352條須備存之登記冊內之權益及淡倉，或根據本公司所採納有關董事進行證券交易之行為守則須知會本公司及聯交所之權益及淡倉如下：

Long positions in the ordinary shares of the Company

於本公司普通股之好倉

Name of Director 董事姓名	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares 普通股數目	Percentage of the Company's issued share capital
				Note (4) 佔本公司 已發行股本 百分比 附註(4)
Mr. Yip Heon Keung 葉向強先生	(1)	Personal Interest 個人權益	6,300,000	0.79%
Mr. Yip Heon Ping 葉向平先生	(2)	Personal interest 個人權益	6,300,000	0.79%
Mr. Chen Weixi 陳煒熙先生	(3)	Interest of a controlled corporation 一間受控制公司之權益	294,276,619	36.84%

Notes:

附註：

- | | |
|---|--|
| (1) Mr. Yip Heon Keung is personally interested in 6,300,000 shares of the Company. | (1) 葉向強先生個人擁有本公司6,300,000股股份之權益。 |
| (2) Mr. Yip Heon Ping is personally interested in 6,300,000 shares of the Company. | (2) 葉向平先生個人擁有本公司6,300,000股股份之權益。 |
| (3) 294,276,619 shares of the Company are held by Dynamic Peak and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang, the chairman of the Company. By virtue of the SFO, Mr. Chen Weixi is deemed to be interested in 294,276,619 shares of the Company held by Dynamic Peak. | (3) Dynamic Peak持有294,276,619股本公司股份及Dynamic Peak之全部已發行股本由陳煒熙先生持有80%及由本公司主席徐志剛先生持有餘下20%。根據證券及期貨條例，陳煒熙先生被視為於Dynamic Peak持有之294,276,619股本公司股份中擁有權益。 |
| (4) Based on 798,805,000 shares of the Company in issue as at 30 June 2015. | (4) 根據於二零一五年六月三十日已發行之798,805,000股本公司股份計算。 |



Long positions in underlying shares of the Company

Share Options

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

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

(a) 2002 Scheme

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

於本公司相關股份之好倉

購股權

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

購股權計劃之概要載列如下：

(a) 二零零二年計劃

二零零二年計劃自二零零二年四月二十三日開始生效，為期十年。二零零二年計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據二零零二年計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以認購本公司之普通股。所授購股權之行使期限由董事釐定，並於若干歸屬期後開始，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。二零零二年計劃已於二零一一年八月五日終止及被新計劃所取代。根據二零零二年計劃授出之購股權於其各自行使期內仍可行使。

(b) New Scheme

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

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

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

(b) 新計劃

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

新計劃自二零一一年八月十日開始生效，為期十年。新計劃之合資格參與者包括本集團所有董事及僱員、供應商、客戶、為本集團提供服務之顧問、本集團附屬公司之股東及合營企業夥伴。根據新計劃，董事可全權酌情決定向任何合資格參與者授出購股權，以按(i)於要約授出日期聯交所每日報價表上所列於創業板之本公司股份收市價；(ii)緊接要約授出日期前五個交易日聯交所每日報價表上所列本公司股份在創業板之平均收市價；及(iii)本公司股份面值之價格（以最高者為準）認購本公司之普通股。接納授出購股權要約之期限為要約日期起計二十一日內。接納授出購股權時須支付象徵式代價1港元。所授出購股權之行使期限由董事釐定，於要約日期後開始，附有特定歸屬期，及在任何情況下最遲須於授出購股權之各相關日期起計十年屆滿，惟須受提前終止之條文所規限。

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



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

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

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

於任何十二個月期間可授予任何個人之購股權所涉之股份數目，在未獲股東事先批准前，不得超過本公司於任何時間已發行之股份之1%。授予主要股東或獨立非執行董事之購股權倘超過本公司股本之0.1%及總價值逾5,000,000港元，必須事先獲股東批准。新計劃並無規定任何持有購股權之最短期限或行使購股權前之任何表現目標。

The following Directors were granted share options under the New Scheme to subscribe for shares of the Company, details of which are as follows:

以下董事根據新計劃獲授購股權以認購本公司股份，詳情如下：

Name of Director 董事姓名	Number of share options 購股權數目					Date of share options granted 購股權 授出日期	Exercise period of share options granted 授出購股權 之行使期限	Exercise price of share options granted 授出購股權 之行使價 HK\$ per share 港元(每股)
	At 1 April 2015 於二零一五年 四月一日	Granted during the period 期內授出	Exercised during the period 期內行使	Lapsed during the period 期內失效	At 30 June 2015 於二零一五年 六月三十日			
Mr. Yip Heon Keung 葉向強先生	14,000,000	—	(700,000)	—	700,000	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二三年 十二月四日	0.165
Mr. Yip Heon Ping 葉向平先生	14,000,000	—	(700,000)	—	700,000	5 December 2013 二零一三年 十二月五日	5 December 2013 to 4 December 2023 二零一三年 十二月五日至 二零二三年 十二月四日	0.165

As at 30 June 2015, the Company had outstanding options to subscribe for up to 400,000 shares under the 2002 Scheme and 2,750,000 shares under the New Scheme.

於二零一五年六月三十日，本公司根據二零零二年計劃有可認購最多400,000股股份之尚未行使購股權，以及根據新計劃有可認購最多2,750,000股股份之尚未行使購股權。

Save as disclosed above, as at 30 June 2015, none of the Directors and chief executive of the Company had an interest or short position in the ordinary shares or underlying shares of the Company or any of its associated corporations that was notified to the Company and the Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零一五年六月三十日，本公司董事及主要行政人員於本公司或其任何相聯法團之普通股或相關股份中概無擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉，或根據證券及期貨條例第352條須予記錄，或根據創業板上市規則第5.46條須知會本公司及聯交所之權益或淡倉。



INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at 30 June 2015, shareholders (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

主要股東之權益及淡倉

於二零一五年六月三十日，於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或須記錄於本公司根據證券及期貨條例第336條須備存之登記冊之權益或淡倉之股東（本公司董事或主要行政人員除外）如下：

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

於本公司普通股或相關股份之好倉

Name of shareholder 股東名稱	Notes 附註	Capacity and nature of interest 身份及 權益性質	Number of ordinary shares or underlying shares 普通股或 相關股份數目	Percentage of the Company's issued share capital
				Note (4) 佔本公司 已發行股本 百分比 附註(4)
Dynamic Peak Limited	(1)	Beneficially owned 實益擁有	294,276,619	36.84%
Right Advance Management Limited	(2)	Beneficially owned 實益擁有	150,000,000	18.78%
Ms. Wang Li Mei 王立梅女士	(2)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	18.78%
Mr. Wang Leilei 王雷雷先生	(2)	Interest of a controlled corporation 一間受控制公司之權益	150,000,000	18.78%
Will City Limited 志城有限公司	(3)	Beneficially owned 實益擁有	100,000,000	12.52%
Ms. Zhang Yingnan 張穎楠女士	(3)	Interest of a controlled corporation 一間受控制公司之權益	100,000,000	12.52%

Notes:

- (1) Dynamic Peak is a company incorporated in the British Virgin Islands and its entire issued share capital is held as to 80% by Mr. Chen Weixi and as to the remaining 20% by Mr. Xu Zhigang. Both of them are the Directors.
- (2) Right Advance Management Limited ("Right Advance") is a company incorporated in the British Virgin Islands and its entire issued share capital is registered in the name of Ms. Wang Li Mei, and such shares are ultimately owned by Mr. Wang Leilei. Ms. Wang Li Mei is the sole director of Right Advance.
- (3) Will City Limited is a company incorporated in the British Virgin Islands and its entire issued share capital is held by Ms. Zhang Yingnan.
- (4) Based on 798,805,000 shares of the Company in issue as at 30 June 2015.

Save as disclosed above, as at 30 June 2015, the Company has not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

附註：

- (1) Dynamic Peak 為一間於英屬處女群島註冊成立之公司，其全部已發行股本由陳煒熙先生持有80%及由徐志剛先生持有餘下20%。陳先生及徐先生均為董事。
- (2) Right Advance Management Limited (「Right Advance」) 為一間於英屬處女群島註冊成立之公司，其全部已發行股本以王立梅女士之名義註冊，而王雷雷先生則最終擁有該等股份。王立梅女士為Right Advance之唯一董事。
- (3) 志城有限公司為一間於英屬處女群島註冊成立之公司，其全部已發行股本由張穎楠女士持有。
- (4) 根據於二零一五年六月三十日已發行之798,805,000股本公司股份計算。

除上文披露者外，於二零一五年六月三十日，本公司並無獲任何人士（董事或本公司主要行政人員除外）知會彼等於本公司股份或相關股份中擁有根據證券及期貨條例第XIV部第2及第3分部之條文須向本公司披露的權益或淡倉，或須記錄於本公司根據證券及期貨條例第336條須備存之登記冊內之權益或淡倉。



COMPETING INTERESTS

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

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

During the three months ended 30 June 2015, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. In response to specific enquiry made by the Company, each of the Directors gave confirmation that he/she complied with the required standard of dealings and the code of conduct regarding securities transactions by the Directors throughout the three months ended 30 June 2015.

競爭權益

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

購買、贖回或出售本公司之上市證券

於截至二零一五年六月三十日止三個月內，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

董事進行之證券交易

本公司已採納一套有關董事進行證券交易之行為守則，其條款之嚴格程度不遜於創業板上市規則第5.48條至5.67條所載之交易必守標準。經本公司作出特定查詢後，各董事均確認，其於截至二零一五年六月三十日止三個月整段期間，一直遵守交易必守標準及董事進行證券交易之行為守則。

CORPORATE GOVERNANCE CODE

Save as the deviation disclosed below, the Company has complied with all the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 to the GEM Listing Rules throughout the period under review.

With respect to the deviation, the CG Code provision A.2.1 provides that the roles of the chairman and chief executive officer (“CEO”) should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and CEO should be clearly established and set out in writing. Following the resignation of Ms. Li Luyi as the CEO on 5 February 2015, the appointment of the CEO is still outstanding. Since then, Mr. Yip Heon Keung, the former Chairman of the Board, assumed the post of the acting CEO until 11 August 2015. With effect from 12 August 2015, the Chairman of the Board, Mr. Xu Zhigang assumed the post of the acting CEO during the transitional period until such vacancy is filled up by a suitable candidate.

企業管治守則

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

就偏離事項而言，企業管治守則條文第A.2.1條規定主席與首席執行官（「首席執行官」）之角色應有區分，且不應由同一人兼任。主席與首席執行官分別承擔之職責須清楚界定並以書面列明。在李魯一女士於二零一五年二月五日辭任首席執行官之職務後，本公司仍未委任首席執行官。自此，董事會前任主席葉向強先生擔任署理首席執行官之職務直至二零一五年八月十一日。自二零一五年八月十二日起，董事會主席徐志剛先生於過渡期間擔任署理首席執行官之職務，直至該空缺有合適人選填補為止。



AUDIT COMMITTEE

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

As at the date of this report, the Audit Committee comprised three independent non-executive Directors, namely Ms. Wong Chi Yan (Chairman of the Audit Committee), Mr. Xu Xiaoping and Mr. Lam Kwok Cheong and one non-executive Director, Mr. Chen Weixi.

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

REMUNERATION COMMITTEE

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

The Remuneration Committee comprises two independent non-executive Directors, namely Mr. Xu Xiaoping (Chairman of the Remuneration Committee) and Mr. Lam Kwok Cheong, and one executive Director, Mr. Xu Zhigang.

審核委員會

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

於本報告日期，審核委員會由三名獨立非執行董事黃志恩女士（審核委員會主席）、徐小平先生及林國昌先生以及一名非執行董事陳煒熙先生組成。

審核委員會已審閱本報告，並就此提供意見及評論。

薪酬委員會

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

薪酬委員會由兩名獨立非執行董事徐小平先生（薪酬委員會主席）及林國昌先生，以及一名執行董事徐志剛先生組成。

NOMINATION COMMITTEE

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

The Nomination Committee comprises one executive Director, namely Mr. Xu Zhigang (Chairman of the Nomination Committee) and two independent non-executive Directors, Mr. Xu Xiaoping and Mr. Lam Kwok Cheong.

By Order of the Board

Xu Zhigang

Chairman

Hong Kong, 12 August 2015

提名委員會

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

提名委員會由一名執行董事徐志剛先生（提名委員會主席）及兩名獨立非執行董事徐小平先生及林國昌先生組成。

承董事會命

主席

徐志剛

香港，二零一五年八月十二日



The logo for Prosten, featuring the word "PROSTEN" in white capital letters inside a blue rounded rectangle.

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A large, stylized graphic of a blue sky with white, fluffy clouds. The top edge of the clouds is jagged and irregular, resembling a mountain range or a stylized horizon line. The sky is a vibrant blue, and the clouds are bright white with soft shadows.