



DX.com Holdings Limited

DX.com控股有限公司

(於開曼群島註冊成立及於百慕達存續之有限公司)

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

(股份代號：8086)

(Stock Code: 8086)

截至二零一六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 2016

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

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」)截至二零一六年三月三十一日止三個月及九個月之未經審核簡明綜合業績，連同截至二零一五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	
		二零一六年	二零一五年	二零一六年	二零一五年
		2016	2015	2016	2015
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(經重列)		(經重列)	
		(Re-stated)		(Re-stated)	
持續經營業務	CONTINUING OPERATION				
收入	REVENUE	2			
貨品銷售成本和服務成本	Cost of sales and services				
		89,176	161,451	317,363	628,272
		(57,128)	(90,930)	(200,677)	(363,906)
毛利	Gross profit	32,048	70,521	116,686	264,366
其他收入收益	Other income and gains	295	294	4,230	2,477
銷售及分銷成本	Selling and distribution costs	(25,897)	(53,275)	(99,644)	(201,695)
行政及其他費用	Administrative and other expenses	(30,086)	(31,321)	(107,431)	(112,912)
融資成本	Finance costs	3	(471)	(5,697)	(603)
除稅前虧損	LOSS BEFORE TAX	4			
所得稅費用	Income tax expense	5			
		(25,536)	(14,252)	(91,856)	(48,367)
		3	-	(366)	(708)
本期間來自持續 經營業務虧損	LOSS FOR THE PERIOD FROM CONTINUING OPERATION				
		(25,533)	(14,252)	(92,222)	(49,075)
終止經營業務	DISCONTINUED OPERATION				
本期間來自終止經營 業務盈利	Profit for the period from discontinued operation	7			
		-	1,179	2,006	6,905
本期間虧損	LOSS FOR THE PERIOD				
		(25,533)	(13,073)	(90,216)	(42,170)
以下各方應佔：	Attributable to:				
本公司擁有人	Owners of the Company	(25,533)	(12,753)	(90,133)	(41,868)
非控股權益	Non-controlling interests	-	(320)	(83)	(302)
		(25,533)	(13,073)	(90,216)	(42,170)
本公司普通股權益持有人 應佔之每股虧損	LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY				
基本—本期間虧損	Basic – Loss for the period	8			
—持續經營業務的虧損	– Loss from continuing operation	(3.94)港仙cents	(2.28)港仙cents	(15.30)港仙cents	(7.49)港仙cents
		(3.94)港仙cents	(2.54)港仙cents	(15.66)港仙cents	(8.78)港仙cents
攤薄—本期間虧損	Diluted – Loss for the period				
—持續經營業務的虧損	– Loss from continuing operation	(3.94)港仙cents	(2.28)港仙cents	(15.30)港仙cents	(7.49)港仙cents
		(3.94)港仙cents	(2.54)港仙cents	(15.66)港仙cents	(8.78)港仙cents

UNAUDITED RESULTS

The board of directors (the “Directors”) of DX.com Holdings Limited (the “Company”) announced the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and nine months ended 31 March 2016 together with the comparative unaudited figures for the corresponding period in 2015 as follows:

Unaudited Condensed Consolidated Statement of 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	
		二零一六年	二零一五年	二零一六年	二零一五年
		2016	2015	2016	2015
		千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		(經重列)		(經重列)	
		(Re-stated)		(Re-stated)	
持續經營業務	CONTINUING OPERATION				
收入	REVENUE	2			
貨品銷售成本和服務成本	Cost of sales and services				
		89,176	161,451	317,363	628,272
		(57,128)	(90,930)	(200,677)	(363,906)
毛利	Gross profit	32,048	70,521	116,686	264,366
其他收入收益	Other income and gains	295	294	4,230	2,477
銷售及分銷成本	Selling and distribution costs	(25,897)	(53,275)	(99,644)	(201,695)
行政及其他費用	Administrative and other expenses	(30,086)	(31,321)	(107,431)	(112,912)
融資成本	Finance costs	3	(471)	(5,697)	(603)
除稅前虧損	LOSS BEFORE TAX	4			
所得稅費用	Income tax expense	5			
		(25,536)	(14,252)	(91,856)	(48,367)
		3	-	(366)	(708)
本期間來自持續 經營業務虧損	LOSS FOR THE PERIOD FROM CONTINUING OPERATION				
		(25,533)	(14,252)	(92,222)	(49,075)
終止經營業務	DISCONTINUED OPERATION				
本期間來自終止經營 業務盈利	Profit for the period from discontinued operation	7			
		-	1,179	2,006	6,905
本期間虧損	LOSS FOR THE PERIOD				
		(25,533)	(13,073)	(90,216)	(42,170)
以下各方應佔：	Attributable to:				
本公司擁有人	Owners of the Company	(25,533)	(12,753)	(90,133)	(41,868)
非控股權益	Non-controlling interests	-	(320)	(83)	(302)
		(25,533)	(13,073)	(90,216)	(42,170)
本公司普通股權益持有人 應佔之每股虧損	LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY				
基本—本期間虧損	Basic – Loss for the period	8			
—持續經營業務的虧損	– Loss from continuing operation	(3.94)港仙cents	(2.28)港仙cents	(15.30)港仙cents	(7.49)港仙cents
		(3.94)港仙cents	(2.54)港仙cents	(15.66)港仙cents	(8.78)港仙cents
攤薄—本期間虧損	Diluted – Loss for the period				
—持續經營業務的虧損	– Loss from continuing operation	(3.94)港仙cents	(2.28)港仙cents	(15.30)港仙cents	(7.49)港仙cents
		(3.94)港仙cents	(2.54)港仙cents	(15.66)港仙cents	(8.78)港仙cents

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 For the three months ended 31 March		截至三月三十一日止九個月 For the nine months ended 31 March	
		二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000 (經重列) (Re-stated)	二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000 (經重列) (Re-stated)
本期間虧損	Loss for the period	(25,533)	(13,073)	(90,216)	(42,170)
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	(137)	(61)	(1,599)	107
— 可供出售投資公允價值之淨減少	— Net decrease in fair value of available-for-sales investments	(4,619)	—	(21,935)	—
— 就可出售投資資產減值虧損於損益重新分類調整	— Reclassification adjustment to profit or loss on impairment loss on available-for-sales investment	4,079	—	27,000	—
本期間全面收益總額	TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	(26,210)	(13,134)	(86,750)	(42,063)
應佔全面收益總額：	Total comprehensive income attributable to:				
本公司擁有人	Owners of the Company	(26,210)	(12,814)	(86,637)	(41,764)
非控股權益	Non-controlling interests	—	(320)	(113)	(299)
		(26,210)	(13,134)	(86,750)	(42,063)

未經審核簡明綜合權益變動表

		本公司股權持有人應佔 Attributable to owners of the Company									
		已發行 股本 Issued capital 千港元 HK\$'000	股份 溢價賬 Share premium account 千港元 HK\$'000	實繳盈餘 Contributed surplus 千港元 HK\$'000	股本贖回 儲備 Capital redemption reserve 千港元 HK\$'000	可供出售 投資儲備 Available- for-sales investment revaluation reserve 千港元 HK\$'000	外匯 浮動儲備 Exchange fluctuation reserve 千港元 HK\$'000	保留盈利／ (累計虧損) Retained profits/ (Accumulated losses) 千港元 HK\$'000	合計 Total 千港元 HK\$'000	非控股 權益 Non- controlling Interests 千港元 HK\$'000	權益總額 Total Equity 千港元 HK\$'000
於二零一四年七月一日之結餘	Balance at 1 July 2014	50,945	—	(18,124)	3,526	—	(4,934)	120,459	151,872	947	152,819
本期間虧損	Loss for the period	—	—	—	—	—	—	(41,868)	(41,868)	(302)	(42,170)
轉換境外業務時 產生之匯兌差額	Exchange differences on translation of foreign operations	—	—	—	—	—	104	—	104	3	107
本期間全面 收益總額	Total comprehensive income for the period	—	—	—	—	—	104	(41,868)	(41,764)	(299)	(42,063)
於公開發售時發行股份	Issue of shares upon open offer	5,095	44,756	—	—	—	—	—	49,851	—	49,851
於二零一五年三月三十一日	At 31 March 2015	56,040	44,756	(18,124)	3,526	—	(4,830)	78,591	159,959	648	160,607
於二零一五年七月一日之結餘	Balance at 1 July 2015	56,040	44,756	(18,124)	3,526	—	(4,134)	33,456	115,520	1,039	116,559
本期間虧損	Loss for the period	—	—	—	—	—	—	(90,133)	(90,133)	(83)	(90,216)
轉換境外業務時 產生之匯兌差額	Exchange differences on translation of foreign operations	—	—	—	—	—	(1,569)	—	(1,569)	(30)	(1,599)
可供出售投資 公允價值之淨減少	Net decrease in fair value of available-for-sales investments	—	—	—	—	(21,935)	—	—	(21,935)	—	(21,935)
就可供出售投資資產 減值虧損於損益 重新分類調整	Redclassification adjustment to profit or loss on impairment loss on available-for-sales investment	—	—	—	—	27,000	—	—	27,000	—	27,000
本期間全面 收益總額	Total comprehensive income for the period	—	—	—	—	5,065	(1,569)	(90,133)	(86,637)	(113)	(86,750)
股份合併及 股本削減	Share consolidation and capital reduction	(50,436)	—	50,436	—	—	—	—	—	—	—
轉撥至實繳盈餘	Transfer to contributed surplus	—	(44,756)	44,756	—	—	—	—	—	—	—
於出售附屬公司時解除 發行股份已扣除股份 發行開支	Release upon disposal of subsidiaries Issue of shares, net of share issue expenses	—	—	—	—	—	5,543	—	5,543	(926)	4,617
		1,120	22,730	—	—	—	—	—	23,850	—	23,850
於二零一六年三月三十一日	At 31 March 2016	6,724	22,730	77,068	3,526	5,065	(160)	(56,677)	58,276	—	58,276

附註：

1. 編製基準

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

根據於二零一五年八月六日公司股東於股東特別大會通過一項特別決議案，本公司股東議決透過撤銷於開曼群島之註冊，將本公司之註冊地點由開曼群島更改為百慕達及根據百慕達法例以獲豁免公司形式持續存在。遷冊於二零一五年八月二十一日完成。本公司之註冊辦事處並更改為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda。遷冊對本公司之持續性及上市地位並無構成任何影響。

本公司主要營業地點在香港九龍觀塘鯉魚門道2號新城工商中心3樓15室。

在期初，本集團之主要業務是(i)電子商務的業務及網上銷售平台；及(ii)提供專業資訊科技(「資訊科技」)合約及維修保養服務。期內，本集團已於二零一五年八月三十一日完成出售其經營專業資訊科技合約及維修保養服務之業務。

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，惟按公平值計入損益之上市公司股息投資及可供出售投資乃按公平值入賬。

編製未經審核簡明綜合損益表時所採用之會計政策，與本集團編製其截至二零一五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

概無於本期間首次生效的其他新訂準則或準則修訂預期會對本集團產生重大影響。

此外，公司條例第9部「帳目及審計」之規定於本財政期間首次生效。對財務報表之主要影響乃財務報表中若干資料之呈報及披露

Notes:

1. BASIS OF PRESENTATION

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

Pursuant to a special resolution passed by the shareholders of the Company at an extraordinary general meeting held on 6 August 2015, the domicile of the Company has been changed from the Cayman Islands to Bermuda by way of de-registration in the Cayman Islands and continuation as an exempted company under the laws of Bermuda. The re-domicile was completed on 21 August 2015. The registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The change of domicile has no impact on the continuity and the listing status of the Company.

The principal place of business of the Company is located at Unit 15, 3/F, New City Centre, No. 2 Lei Yue Mun Road, Kwun Tong, Kowloon, Hong Kong.

At beginning of the period, the Group was principally engaged in (i) e-commerce and provision of online sales platform; and (ii) provision of professional information technology ("IT") contract and maintenance services. During the period, the Group completed disposal of its professional IT contract and maintenance services business on 31 August 2015.

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 Rules Governing the Listing of Securities on GEM (the "GEM Listing Rules"). They have been prepared under the historical cost convention, except for equity investments at fair value through profit or loss and available-for-sales, which have been measured at fair value.

The accounting policies adopted in the preparation of the unaudited condensed consolidated statement of profit or loss are consistent with those adopted by the Group in its annual accounts for the year ended 30 June 2015.

Accounting Policies

There are no other new standards or amendments to standards that are effective for the first time for this period that could be expected to have a material impact on the Group.

In addition, the requirements of Part 9 "Accounts and Audit" of the Hong Kong Companies Ordinance (Cap. 622) came into effect for the first time during the current financial period. The main impact to the financial statements is on the presentation and disclosure of certain information in the financial statements.

2. 收入

收入指從(i)電子商務及提供網上銷售平台之交易價值及(ii)提供專業資訊科技合約及維修保養服務之發票淨值。於本期間內，本集團終止經營專業資訊科技合約及維修保養服務之業務並將業務出售。

本集團之收入分析如下：

收入：	Revenue:
持續經營業務：	Continuing operation:
電子商務及提供網上銷售平台	E-commerce and provision of online sales platform
終止經營業務：	Discontinued operation:
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

2. REVENUE

Revenue, represents (i) the transaction price arising from E-commerce and provision of online sales platform and (ii) the net invoiced value of provision of professional IT contract and maintenance services. During the period, the Group ceased to engage its professional IT contract and maintenance services business and disposed of this business.

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

截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000
89,176	161,451	317,363	628,272
—	40,715	26,513	113,935
89,176	202,166	343,876	742,207

3. 融資成本

銀行貸款利息開支	Interest expenses on bank loans
應付票據利息開支	Interest expenses on note payables

融資成本：	Finance costs:
綜合損益表所呈報的持續經營業務應佔	Attributable to continuing operation reported in the consolidated statement of profit or loss
已終止經營業務應佔	Attributable to discontinued operation

3. FINANCE COSTS

截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000
58	718	328	1,194
1,838	—	5,515	—
1,896	718	5,843	1,194
1,896	471	5,697	603
—	247	146	591
1,896	718	5,843	1,194

4. 除稅前虧損

除稅前虧損乃扣除／(計入)及下列各項後計算：

折舊	Depreciation
員工成本	Staff costs
(包括董事酬金)	(including directors' remuneration)
工資及薪金	Wages and salaries
退休金供款淨額	Net pension contribution
按公平值計入損益之	Fair value loss/(gain) on equity
金融投資公平值	investments at fair value
虧損／(收益)	through profit and loss
－金融投資	－ Listed equity investment
－外匯遠期合約	－ Forward currency contract
出售可供出售投資虧損	Loss on disposal of available-for-sales investment
出售按公平值計入損益之	Loss/(gain) on disposal of equity investments
金融投資公平值	at fair value through profit and loss
虧損／(盈利)	
出售物業、廠房及設備之	(Gain)/loss on disposal of property,
(盈利)／虧損	plant and equipment
可供出售投資減值虧損	Impairment loss on available-for-sales
(附註a)	investment (Note a)
出售附屬公司的虧損(附註b)	Loss on disposal of subsidiaries (note b)
已收取政府補助	Government grants received
中國政府退稅	PRC government tax refund
租金收入	Rental income
撥回應收貿易款減值	Reversal of impairment of trade receivable
撥回應付貿易賬款	Written back of trade payables
銀行利息收入	Bank interest income

附註：

- 於二零一六年三月三十一日，本公司持有智易控股有限公司(股份代號：8100)的43,858,600股股份。這些股份歸類為可供出售投資。於二零一六年三月三十一日，可供出售投資乃按香港聯合交易所有限公司所報之市場買入價，導致減值虧損為約27,000,000港元(二零一五年：約14,512,000港元)。
- 於二零一六年三月三十一日止期間，本集團出售若干附屬公司虧損約為1,937,000港元。有關詳情，請見「重大收購、出售事項及重大投資」一段。

4. LOSS BEFORE TAX

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

截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000
411	828	1,589	2,475
8,915	10,645	25,407	29,946
908	1,138	2,768	3,438
815	16	4,249	(13)
—	—	—	(14)
2,029	—	2,029	—
—	—	1,239	(249)
—	(1)	34	25
4,079	1,675	27,000	14,512
—	—	1,932	—
—	—	(418)	(1,292)
(104)	—	(2,410)	(865)
(13)	—	(486)	—
—	—	—	(173)
—	—	—	(143)
(3)	(87)	(80)	(249)

Notes:

- As at 31 March 2016, the Company held 43,858,600 shares of GET Holdings Limited (Stock Code: 8100) and the shares were classified as available-for-sales investment. As at 31 March 2016, the available-for-sales investment which were stated as fair value with reference to the quoted market bid price in The Stock Exchange of Hong Kong Limited, resulted in an impairment of loss of approximately HK\$27,000,000 (2015: approximately HK\$14,512,000).
- During the period ended 31 March 2016, the Group disposed of its certain subsidiaries with a loss of approximately HK\$1,937,000. For details, please refer to the paragraph under "Material Acquisitions, Disposals and Significant Investments".

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
所得稅總(撥回)/費用	Total income tax (credit)/expense
所得稅(撥回)/費用：	Income tax (credit)/expense:
綜合損益表所呈報的持續	Attributable to continuing operation
經營業務應佔	reported in the consolidated
	statement of profit or loss
已終止經營業務應佔	Attributable to discontinued
	operation

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(二零一五年：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. 股息

董事不建議派發第三季度股息(二零一五年：無)。

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	
二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000
–	113	113	354
(3)	(5)	366	1,045
–	265	(1,765)	1,115
(3)	373	(1,286)	2,514
(3)	–	366	708
–	373	(1,652)	1,806
(3)	373	(1,286)	2,514

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profits for the period (2015: 16.5%).

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

6. DIVIDENDS

The Directors do not recommend the payment of third quarterly dividend (2015: Nil).

7. 終止經營業務

於二零一六年三月三十一日止期間，本集團出售其專業資訊科技合約及維修保養服務業務。於二零一五年四月二十一日本公司與獨立第三方—中國手遊文化投資有限公司訂立一份買賣協議（「該協議」）。根據該協議，本公司出售其於EPRO (BVI) Limited及其部份附屬公司（除了易寶系統公司）（「EPRO BVI集團」）之100%股本權益（「出售EPRO BVI事項」），最後總代價為60,264,000港元。

該出售EPRO BVI事項於二零一五年八月三十一日完成。

計入本期間虧損的終止經營業務業績載列如下。終止經營業務的比較已往同期的盈利已經重列，以計及本期間分類為終止經營的業務：

7. DISCONTINUED OPERATION

The Group disposed of its professional IT contract and maintenance services business during the period ended 31 March 2016. On 21 April 2015, the Company entered into a sale and purchase agreement (the "Agreement") with China Mobile Games And Cultural Investment Limited, an independent third party. Pursuant to the Agreement, the Company disposed of (the "EPRO BVI Disposal") its 100% equity interest in EPRO (BVI) Limited and its subsidiaries (except for EPRO Systems Limited) (the "EPRO BVI Group") at a final consideration of HK\$60,264,000.

The EPRO BVI Disposal had completed on 31 August 2015.

The results of the discontinued operation included in the loss for the period are set out below. The comparative profit from discontinued operation has been re-presented to include the operation classified as discontinued operation in the current period:

		截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
		二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000
收入	Revenue	-	40,715	26,513	113,935
貨品銷售成本	Cost of sales	-	(32,580)	(21,432)	(87,295)
毛利	Gross profit	-	8,135	5,081	26,640
其他收入及收益	Other income and gains	-	3	1,391	622
銷售及分銷成本	Selling and distribution costs	-	-	(70)	(52)
行政費用	Administrative expenses	-	(6,339)	(5,902)	(17,908)
融資成本	Finance costs	-	(247)	(146)	(591)
除稅前盈利	Profit before tax	-	1,552	354	8,711
所得稅(費用)/撥回	Income tax (expense)/credit	-	(373)	1,652	(1,806)
終止經營業務的本年度 盈利	Profit for the year from discontinued operation	-	1,179	2,006	6,905
以下項目應佔盈利：	Profit attributable to:				
本公司擁有人	Owners of the Company	-	1,499	2,089	7,207
非控股權益	Non-controlling interests	-	(320)	(83)	(302)
		-	1,179	2,006	6,905
每股盈利：	Profit per share:				
基本(來自終止經營業務)	Basic, from the discontinued operation	-	0.26 cents港仙	0.36 cents港仙	1.29 cents港仙
攤薄(來自終止經營業務)	Diluted, from the discontinued operation	-	0.26 cents港仙	0.36 cents港仙	1.29 cents港仙

8. 本公司普通股權益持有人應佔每股虧損

每股基本虧損按以下基準計算：

本公司普通股權益持有人應佔虧損

以下各業務應佔：
持續經營業務
終止經營業務

Loss attributable to ordinary equity holders of the Company

Attributable to:
Continuing operation
Discontinued operation

股份
用以計算每股基本虧損
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
loss per share calculation

本集團於截至二零一六年及二零一五年三月三十一日止期間並無具潛在攤薄影響之已發行普通股。

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculations of basic loss per share are based on:

截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000	二零一六年 2016 (未經審核) (Unaudited) 千港元 HK\$'000	二零一五年 2015 (未經審核) (Unaudited) 千港元 HK\$'000
(25,533)	(12,753)	(90,133)	(41,868)
(25,533)	(14,252)	(92,222)	(49,075)
—	1,499	2,089	7,207
(25,533)	(12,753)	(90,133)	(41,868)

股份數目 Numbers of shares		股份數目 Numbers of shares	
截至三月三十一日 止三個月 For the three months ended 31 March		截至三月三十一日 止九個月 For the nine months ended 31 March	
二零一六年 2016 (未經審核) (Unaudited)	二零一五年 2015 (未經審核) (Unaudited) (經重列) (Re-stated)	二零一六年 2016 (未經審核) (Unaudited)	二零一五年 2015 (未經審核) (Unaudited) (經重列) (Re-stated)
647,507,823	560,396,712	589,009,850	559,095,194

The Group had no potentially dilutive ordinary shares in issue during the periods ended 31 March 2016 and 2015.

9. 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。

於二零一六年三月三十一日，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

10. 報告日後之重大事項

於二零一六年三月一日，本集團宣佈擬透過供股（「供股」）之方式按合資格股東於記錄日期每持有一股已發行股份獲發一股供股股份之基準，按每股供股股份之認購價0.128港元發行672,396,712股供股股份，已於2016年4月12日舉行之股東特別大會上獲得獨立股東批准。藉以籌集約86,100,000港元（扣除開支前）。供股之估計所得款項淨額將約為81,900,000港元。本公司擬將供股之所得款項淨額用作償還於二零一五年發行、於二零一六年五月起陸續到期、本金總額為81,700,000港元之9厘年息票據，以及其應計利息。有關該供股詳情已分別在本公司於二零一六年三月一日之公告、於二零一六年三月二十五日之通函及於二零一六年四月二十二日之供股章程內詳述。

11. 比較數字

如財務報表附註1進一步闡述，由於本期間實施香港公司條例（第622章），財務報表中若干項目及結餘的呈列及披露已經修訂，以符合新規定。因此，若干可資比較金額已經重列，以符合本期間之呈列及披露。

9. 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 2016, 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	
二零一六年 2016 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000
4,451	5,646
3,215	5,159
7,666	10,805

10. SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

On 1 March 2016, the Group announced a proposed rights issue ("Rights Issue") to raise approximately HK\$86,100,000, before expenses, by way of issuing 672,396,712 rights shares on the basis of one rights share for every one share held by the qualifying shareholders on the record date at the subscription price of HK\$0.128 per rights share, which was approved by independent shareholders at the special general meeting held on 12 April 2016. The estimated net proceeds of the Rights Issue will be approximately HK\$81,900,000. The Company intends to apply the net proceeds from the Rights Issue for funding the repayment of 9% per annum notes in an aggregate principal amount of HK\$81,700,000 and the interests accrued thereon issued in 2015 which are due starting from May 2016. Details of the Rights Issue are set out in the announcement, circular and prospectus of the Company dated 1 March 2016, 23 March 2016 and 22 April 2016 respectively.

11. COMPARATIVE FIGURES

As further explained in Note 1 to the financial statements, due to the implementation of the Hong Kong Companies Ordinance (Cap. 622) during the current period, the presentation and disclosures of certain items and balances in the financial statements have been revised to comply with the new requirements. Accordingly, certain comparative amounts have been restated to conform with the current period's presentation and disclosures.

財務回顧

截至二零一六年三月三十一日止九個月（「期內」），本集團未經審核綜合收入為約317,363,000港元（二零一五年：約628,272,000港元）。收入下跌主要歸因全球大部分國家經濟活動減速，環球經濟增長疲弱，消費市場乏力；再加上行業競爭激烈對集團的銷售造成不利影響。

期內，未經審核虧損為約90,216,000港元（二零一五年：約42,170,000港元），主要由於本集團之電子商務業務收入下降，及證券投資減值虧損。

業務回顧

B2C（企業對客戶）電子商務網站

本集團主要透過旗下外貿B2C電子商務網站DX.com（「DX」）經營電子商務及提供網上銷售平台業務。期內，由於電子商務業內的競爭亦越趨激烈，廣闊的行業前景吸引大量內貿電商企業開始佈局跨境電商業務，令競爭加速，集團的電子商務銷售表現未如理想。全球經濟仍充滿挑戰且波動不定。市場對中國內地經濟放緩的憂慮、大宗商品價格下跌及美國加息週期帶來的不確定因素，令全球經濟前景不明朗。本集團截至二零一六年三月三十一日止九個月內的收入較去年同期錄得顯著下跌。

集團一直致力打造便捷的網購體驗，力爭在日益激烈的行業競爭中脫穎而出。本集團的產品團隊緊貼科技的創新潮流，積極搜羅新產品，隨時給客戶耳目一新的感覺。受消費趨勢影響，網站積極發展電子類產品以外的其他產品，如時尚產品、趣味家居產品等，以滿足不同的消費群體之需求。此外，網站提供多語言版本及多種貨幣結算方式，並設有全球免費配送服務，以人性化及快速的服務體驗吸引全球消費者。

隨著智能手機和4G網絡的廣泛使用，DX已相繼推出iPhone、Android及iPad應用程式，並推出移動端限定優惠吸引相關用戶，打造流暢、便捷的用戶體驗。此外，集團繼續透過提供「當地化」的優質服務，進一步提升市場佔有率。

期內，集團已完成出售專業諮詢科技合約及維修保養服務之業務。

前景

展望未來，儘管美國貨幣政策的未來方向及主要經濟體的增長前景不清晰，全球經濟尤其是新興市場經濟下行風險上升，但「中國製造」的消費品出口貨值在過去幾年持續上升。中國政府近年來亦不斷推出相關的政策和措施，鼓勵跨境電子商務零售出口。本集團將把握機遇，集中資源發展電子商務業務，開展一系列策略性移動端推廣，鞏固及拓展海外市場，並積極物色多方面的投資機會，冀能為股東締造更佳價值。

Financial Review

For the nine months ended 31 March 2016 (the “Period”), the Group recorded an unaudited consolidated revenue of approximately HK\$317,363,000 (2015: approximately HK\$628,272,000). The decrease in revenue was mainly resulted from the weak consumer market caused by slow down in economic activities in most countries of the world and sluggish global economic growth. Meanwhile, the fierce industrial competition caused an adverse impact on the revenue of the Group.

During the Period, the unaudited loss was approximately HK\$90,216,000 (2015: approximately HK\$42,170,000). The loss was mainly attributed to the decrease in revenue of the Group's e-commerce business, and the impairment loss of securities investment.

Business Review

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

The Group is principally engaged in the businesses of e-commerce and provision of online sales platform via its B2C foreign trade e-commerce website, namely DX.com (“DX”). During the Period, the competition in the e-commerce market turned keener. Because of the attractive and wide prospect of the industry, a large number of domestic trade e-commercial enterprises have been advancing into the cross-border e-commerce business. As a result, the Group's sales performance of e-commerce business tumbled under the intense competition. The global economy still faced challenges and experienced wild fluctuations. Concerns about slowing PRC economy, decrease in commodity prices and uncertainties brought by the U.S. interest increase cycle all casted doubts on the prospects for global economy. For the nine months ended 31 March 2016, the Group recorded a significant fall in the revenue during the Period as compared to the corresponding period last year.

To rise up to the increasingly intense challenges in the competitive market, the Group is devoted to creating convenient and user-friendly online shopping experience. Keeping abreast of the latest technology trends, the Group's product team continued to seek innovative and interesting products from the market, surprising and delighting the clients at all times. Influenced by the consumption trend, DX satisfied demands of different customer groups by proactively discovering new products other than electronics, such as stylish goods, innovative household products, etc. In addition, the website offered multi-language versions and a variety of payment methods in multi-currency, as well as free worldwide shipping to attract global consumers with a fast and convenient shopping experience.

With the rising popularity of smart phones and 4G networks, DX has launched the iPhone, Android and iPad applications and established exclusive promotion programs for mobile app users, creating a smooth and convenient experience for users. Furthermore, the Group continually pushed forward its “localization” business strategy to further enhance its market share.

During the Period, the Group completed the disposal of professional IT contract and maintenance services business.

Prospect

Looking forward, the future monetary policies of the United States and the growth prospects of major economies are still unclear, and the risk of downturn of global economy, particularly in emerging economies, is mounting. Nevertheless, the export value of “made in China” consumer goods has been rising continually over the past few years. The Chinese government also kept on launching relevant policies and measures to encourage the cross-border e-commerce export business in recent years. The Group will seize the opportunity and concentrate its efforts and resources on fostering e-commerce business, and launch a series of strategic mobile app promotion to strengthen and expand its business to overseas markets. The Group will also continue to identify various potential investment opportunities to bring greater returns to its shareholders.

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，票據發行之所得款項及銀行提供之銀行融資，為其營運提供資金。

於二零一六年三月三十一日，本集團之綜合股東資金、流動資產及流動（負債）／資產淨值，分別為約58,276,000港元（於二零一五年十二月三十一日：約60,636,000港元），約162,308,000港元（於二零一五年十二月三十一日：約182,456,000港元）及約（5,973,000港元）（於二零一五年十二月三十一日：流動資產淨值約3,276,000港元）。

就本集團之流動資產而言，於二零一六年三月三十一日為約162,308,000港元（於二零一五年十二月三十一日：約182,456,000港元），應收貿易賬款（扣除呆賬撥備）佔0.3%（於二零一五年十二月三十一日：0.7%），而現金、銀行結餘及存款則約佔39.6%（於二零一五年十二月三十一日：34.8%）。於二零一六年三月三十一日，本集團之現金、銀行結餘及存款為約64,288,000港元（於二零一五年十二月三十一日：約63,533,000港元）。本集團全部現金、銀行結餘及存款乃以港元、英鎊、歐元、人民幣、加拿大元、瑞士法郎、澳元、日元、墨西哥披索及美元結算。於二零一六年三月三十一日，於預付款項、按金及其他應收款項內包括了因本集團牽涉在一宗訴訟而分別被凍結於Silicon Valley Bank及貝寶戶口合共5,020,000美元（約38,905,000港元），詳情請見本報告有關訴訟部份。

於二零一六年三月三十一日，本集團之綜合銀行借款須於一年內償還為約10,000,000港元（於二零一五年十二月三十一日：約10,000,000港元）及須於一年內償還的應付票據為81,700,000港元（於二零一五年十二月三十一日：81,700,000港元）。而本集團並無其他借款須超過一年償還（二零一五年十二月三十一日：無）。

於二零一六年三月三十一日，本集團自銀行取得之綜合銀行融資總額約15,300,000港元（於二零一五年十二月三十一日：20,300,000港元），其中已動用約10,000,000港元（於二零一五年十二月三十一日：10,000,000港元）。

資本負債比率

於二零一六年三月三十一日，本集團之資產負債比率（按負債總值除以資產總值）約74.3%（於二零一五年十二月三十一日：74.7%）。

資本架構

本集團主要以內部資源、票據發行之所得款項及銀行融資為其業務撥資。本集團亦會通過不同活動進行集資。本集團繼續對庫務政策實施嚴格控制。

於二零一六年一月六日，本公司與配售代理訂立配售協議，據此，本公司已有條件同意透過配售代理按盡最大努力基準，配售最多112,000,000股配售股份予不少於六名承配人（彼等及彼等之最終實益擁有人各自均為獨立第三方），每股配售股份作價0.222港元（「配售事項」）。每股股份於配售事項日期在聯交所所報的收市價為每股股份0.275港元。配售事項於二零一六年一月二十一日完成。配套之所得淨額約為23,800,000港元將用於本集團之一般營運資金。配售事項詳情分別於本公司日期為二零一六年一月六日及二零一六年一月二十一日的公告披露。

LIQUIDITY AND FINANCIAL RESOURCES

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

As at 31 March 2016, the Group's consolidated shareholders' equity, current assets and net current (liabilities)/asset were approximately HK\$58,276,000 (as at 31 December 2015: approximately HK\$60,636,000), approximately HK\$162,308,000 (as at 31 December 2015: approximately HK\$182,456,000) and approximately (HK\$5,973,000) (as at 31 December 2015 net current assets: approximately HK\$3,276,000) respectively.

In respect of the Group's current assets of approximately HK\$162,308,000 as at 31 March 2016 (as at 31 December 2015: approximately HK\$182,456,000), trade receivable (net of provision for doubtful debts) account total for 0.3% (as at 31 December 2015: 0.7%) whilst cash, bank balances and deposits accounted for about 39.6% (as at 31 December 2015: 34.8%). As at 31 March 2016, the Group's cash, balance balances and deposits amounted to approximately HK\$64,288,000 (as at 31 December 2015: approximately HK\$63,533,000). All of the Group's cash, balance balances and deposits were denominated in Hong Kong dollars, pound Sterling, Euro, Renminbi, Canadian dollars, Swiss France, Australian dollars, Japanese Yen, Mexican Peso and United States dollars. As at 31 March 2016, there was a frozen amount of total US\$5,020,000 (approximately HK\$38,905,000) in Silicon Valley Bank and Paypal account respectively, which was recorded in prepayments, deposits and other receivables, as the Group was involved in a litigation with details stated in the Litigation Section of this report.

As at 31 March 2016, the Group's consolidated bank borrowing repayable within one year was approximately HK\$10,000,000 and (as at 31 December 2015: approximately HK\$10,000,000) and notes repayable within one year were HK\$81,700,000 (as at 31 December 2015: HK\$81,700,000), and there has no other borrowings repayable more than one year (as at 31 December 2015: Nil).

As at 31 March 2016, the Group had an aggregate composite banking facilities from banks of approximately HK\$15,300,000 (as at 31 December 2015: HK\$20,300,000), of which approximately HK\$10,000,000 was utilised (as at 31 December 2015: HK\$10,000,000).

GEARING RATIO

As at 31 March 2016, the gearing ratio of the Group as a ratio of total liabilities over total assets was 74.3% (as at 31 December 2015: 74.7%).

CAPITAL STRUCTURE

The Group mainly finances its operation with internally resources, proceeds from notes issued and banking facilities provided by banks. The Group would also raise fund by various activities. The Group continued to exert stringent control over treasury policies.

On 6 January 2016, the Company entered into a placing agreement with a placing agent, pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 112,000,000 new shares at the placing price of HK\$0.222 per share to not less than six placees who and whose respective ultimate beneficial owners are Independent Third Parties ("Placing"). The closing price per share as quoted on the Stock Exchange on the date of the Placing was HK\$0.275 per share. The Placing had completed on 21 January 2016. The net proceeds of about HK\$23.8 million would be used for general working capital of the Group. Details of the Placing were disclosed in the announcements of the Company dated 6 January 2016 and 21 January 2016 respectively.

於二零一六年三月三十一日，銀行融資之年利率按香港銀行同業拆息加2%（於二零一五年六月三十日：分別年利率為香港銀行同業拆息加2%及中國人民銀行貸款基準利率下浮5%）。應付票據之年利率為9%（於二零一五年六月三十日：年利率9%）。

於二零一六年三月三十一日，須於一年內償還之本集團銀行借款約為10,000,000港元（於二零一五年十二月三十一日：10,000,000港元）及須於一年內償還的應付票據為81,700,000港元（於二零一五年十二月三十一日：81,700,000港元），而本集團並無須於一年後償還之其他借款（於二零一五年十二月三十一日：無）。

除上述外，本集團之資本架構並無任何重大變動。

股本重組

於本期間內，董事會已實行本公司股本重組（「股本重組」），其涉及（其中包括）(i)股份合併、(ii)股本削減、(iii)股份拆細及(iv)更改每手買賣單位。股本重組已於二零一五年十一月九日舉行的股東特別大會上獲正式通過為本公司之特別決議案。股本重組之詳情及影響於本公司日期為二零一五年九月三十日及於二零一五年十一月九日之公告及本公司日期為二零一五年十月十六日之通函內進行披露。

重大收購、出售事項及重大投資

於二零一五年四月二十一日，本公司與一名獨立第三者——中國手遊文化投資有限公司訂立一份協議，以40,000,000港元（可予上調而最高代價為120,000,000港元）之代價出售一間本公司之全資附屬公司EPRO (BVI) Limited及其部份附屬公司（除了易寶系統有限公司）之100%股權（「EPRO BVI 出售」）。於完成後，本集團將不再持有（不論是直接或間接）EPRO (BVI) Limited及其部份附屬公司之任何股權。當完成EPRO BVI出售後，EPRO (BVI) Limited不再為本公司的附屬公司，而本集團將不再從事提供專業資訊科技合約及維修保養服務之業務。有關EPRO BVI出售詳情分別已在本公司於二零一五年四月二十一日、二零一五年七月十六日、二零一五年八月六日及二零一五年八月三十一日刊發之公告及於二零一五年七月二十一日刊發之通函內詳述。

該EPRO BVI出售於二零一五年八月三十一日完成。根據本公司於二零一五年十一月二日的公告，EPRO BVI出售的最後代價定為60,264,000港元。

除上述外，截至二零一六年三月三十一日止期間，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

於二零一六年三月三十一日，本集團之銀行融資乃以下列各項作抵押：

- (i) 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19,273,000港元（於二零一五年十二月三十一日：19,272,000港元）之抵押。

As at 31 March 2016, the interest rate of banking facilities were charged at the Hong Kong Interbank Offer Rate (HIBOR) plus 2% per annum (as at 30 June 2015: HIBOR plus 2% and Benchmark Lending Rate of the People's Bank of China less 5% per annum respectively). Note payables were charged at the rate of 9% per annum (as at 30 June 2015: 9% per annum).

As at 31 March 2016, the amount of bank borrowing of the Group which were repayable within one year was of approximately HK\$10,000,000 (as at 31 December 2015: HK\$10,000,000) and note repayable within one year were HK\$81,700,000 (as at 31 December 2015: HK\$81,700,000), and there has no other borrowings of the Group which will be repayable more than one year (as at 31 December 2015: Nil).

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

CAPITAL REORGANISATION

During the period, the Board has implemented the reorganisation of the share capital of the Company (the "Capital Reorganisation") which involves, among other things, (i) the share consolidation, (ii) capital reduction, (iii) share sub-division and (iv) change in board lot size. The Capital Reorganisation was duly passed as the special resolution of the Company at the special general meeting held on 9 November 2015. Details and effect of the Capital Reorganisation were disclosed in the Company's announcements dated 30 September 2015 and 9 November 2015 and the Company's circular dated 16 October 2015.

MATERIAL ACQUISITIONS, DISPOSALS AND SIGNIFICANT INVESTMENTS

On 21 April 2015, the Company entered into an agreement with an independent third party, China Mobile Games and Cultural Investment Limited for the disposal of 100% equity interest in EPRO (BVI) Limited, a wholly-owned subsidiary of the Company, and its subsidiaries (except for EPRO Systems Limited) at a consideration of HK\$40 million, subject to upwards adjustments with a maximum consideration of HK\$120 million (the "EPRO BVI Disposal"). Following the completion of EPRO BVI Disposal, the Group no longer (no matter directly or indirectly) holds any equity interests in EPRO (BVI) Limited and its certain subsidiaries, and EPRO (BVI) Limited has ceased to be a subsidiary of the Company. Accordingly, the Group has ceased to be engaged in provision of professional IT contract and maintenance services immediately after the completion. Details of the EPRO BVI Disposal are set out respectively in the announcements dated 21 April 2015, 16 July 2015, 6 August 2015 and 31 August 2015 and circular dated 21 July 2015 of the Company.

The EPRO BVI Disposal had completed on 31 August 2015. Pursuant to the Company's announcement dated 2 November 2015, the final consideration of the EPRO BVI Disposal was fixed at HK\$60,264,000.

Save as the above, the Company had no other significant investments and material acquisitions or disposals for the period ended 31 March 2016.

CHARGES ON ASSETS

As at 31 March 2016, the banking facilities of the Group are secured by:

- (i) corporate unlimited guarantees executed by the Company; and
- (ii) the pledge of certain of the Group's time deposits amounting to approximately HK\$19,273,000 (as at 31 December 2015: HK\$19,272,000).

或然負債

- (i) 截止二零一六年三月三十一日，本集團並無向銀行貼現相關無追索權期限的銷售發票（於二零一五年十二月三十一日：無），該或有負債並無在綜合財務報表中撥備。
- (ii) 於二零一六年三月三十一日及二零一五年十二月三十一日，本公司就若干附屬公司所獲授之銀行融資提供無限額公司擔保而有或然負債。於報告期末，有關附屬公司已用10,000,000港元之融資額（於二零一五年十二月三十一日：10,000,000港元）。

外匯風險

本集團之所得收入及所致成本主要以港元，人民幣，歐元及美元結算。

根據本集團之穩健庫務政策，本集團於期內有訂定遠期合約作對沖。本集團將繼續監察外匯風險並於需要時考慮適當工具作對沖。

於二零一六年三月三十一日，本集團並無任何未償還之外匯遠期合約（於二零一五年十二月三十一日：無）。

根據證券及期貨條例（「證券及期貨條例」）第XV部披露權益

A. 董事及主要行政人員

於二零一六年三月三十一日，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 Name 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	37,831,200	(1)	2.81%
	受控制公司權益 Interest of controlled corporation	好倉 Long	186,192,726	(1) & (2)	13.85%
		合共 Total :	224,023,926		16.66%
周兆光先生 Mr. CHOW Siu Kwong	實益擁有人 Beneficial owner	好倉 Long	316,800	(3)	0.05%

CONTINGENT LIABILITIES

- (i) As at 31 March 2016, the Group had no contingent liabilities provided for in the consolidated financial statements in respect of discounted sales invoices to bank without recourse (as at 31 December 2015: NIL).
- (ii) As at 31 March 2016 and 31 December 2015, 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, HK\$10,000,000 of such facilities was utilised by the subsidiaries (as at 31 December 2015: HK\$10,000,000).

FOREIGN CURRENCY RISK

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

In accordance with the Group's conservative treasury policy, the Group had entered forward contract for hedging during the Period. But, the Group will keep on monitoring the foreign currency risk and consider any tool for hedging if necessary.

As at 31 March 2016, the Group has no outstanding forward exchange contracts (as at 31 December 2015: Nil).

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

A. DIRECTORS AND CHIEF EXECUTIVES

As at 31 March 2016, 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

附註：

1. 持股百分比乃根據本公司於供股完成時之已發行股份總數(即1,344,793,424股股份)計算得出。
2. China Dynamic Enterprises Limited (「China Dynamic」) 於本公司186,192,726股股份中擁有權益，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186,192,726股本公司股份中擁有權益。
3. 持股百分比乃根據本公司於二零一六年三月三十一日及在供股完成前之已發行股份總數(即672,396,712股股份)計算得出。

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，於二零一六年三月三十一日，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

於二零一六年三月三十一日，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 Name 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	224,023,926	(1) & (8)	16.66%
China Dynamic	實益擁有人 Beneficial owner	好倉 Long	186,192,726	(2) & (8)	13.85%
ChangAn Investment Holdings II Limited ("ChangAn Investment")	實益擁有人 Beneficial owner	好倉 Long	65,584,747	(3) & (9)	9.75%
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	65,584,747	(3) & (9)	9.75%
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	65,584,747	(3) & (9)	9.75%
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	65,584,747	(3) & (9)	9.75%
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	65,584,747	(3) & (9)	9.75%
周全先生 Mr. ZHOU Quan	於受控制之法團之權益 Interest of controlled corporations	好倉 Long	65,584,747	(3) & (9)	9.75%

Notes:

1. The percentage of shareholding is calculated based on the number of the total issued shares of the Company upon the completion of the Rights Issue, i.e. 1,344,793,424 shares.
2. China Dynamic Enterprises Limited ("China Dynamic") was interested in 186,192,726 shares of the Company. China Dynamic is a corporation wholly controlled by Mr. HUANG Shaokang. Accordingly, Mr. Huang was deemed to be interested in 186,192,726 shares of the Company held by China Dynamic pursuant to Part XV of the SFO.
3. The percentage of shareholding is calculated based on the number of the total issued shares of the Company as at 31 March 2016 and prior to the completion of the Rights Issue, i.e. 672,396,712 shares.

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 2016, 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 2016, 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 Name 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*
中國新經濟 投資有限公司 China New Economy Fund Limited	實益擁有人 Beneficial owner	好倉 Long	55,480,000	(9)	8.25%
康宏金融控股 有限公司 Convoy Financial Holdings Limited	受控制公司權益 Interest of controlled corporations	好倉 Long	560,384,749	(4) & (8)	41.67%
		淡倉 Short	426,000,000		31.68%
康宏證券有限公司 Convoy Securities Limited	其他 Others	好倉 Long	560,384,749	(4) & (8)	41.67%
		淡倉 Short	426,000,000		31.68%
軟庫中華金融服務 有限公司 SBI China Capital Financial Services Limited	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(5) & (8)	9.98%
Long Vehicle Capital Limited	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(5) & (8)	9.89%
張雄峰先生 Mr. Zhang Xiongfeng	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(5) & (8)	9.89%
Probest Limited	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(5) & (8)	9.89%
曹國琪先生 Mr. Cao Guoqi	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(5) & (8)	9.89%
福財證券及期貨 有限公司 Fordjoy Securities and Futures Limited	其他 Others	好倉 Long	100,000,000	(6) & (8)	7.44%
福財控股有限公司 Fordjoy Holdings Company Limited	其他 Others	好倉 Long	100,000,000	(6) & (8)	7.44%
Trendluck Limited	其他 Others	好倉 Long	100,000,000	(6) & (8)	7.44%
袁樹明先生 Mr. Yuen Shu Ming	受控制公司權益 Interest of controlled corporations	好倉 Long	100,000,000	(6) & (8)	7.44%
阿仕特朗資本管理 有限公司 Astrum Capital Management Limited	其他 Others	好倉 Long	133,000,000	(7) & (8)	9.89%
Major Harvest Investments Limited	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(7) & (8)	9.89%
Autumn Ocean Limited	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(7) & (8)	9.89%
廖明麗女士 Ms. Liu Ming Lai Lorna	配偶權益 Interest of spouse	好倉 Long	133,000,000	(7) & (8)	9.89%
潘稷先生 Mr. Pan Chik	受控制公司權益 Interest of controlled corporations	好倉 Long	133,000,000	(7) & (8)	9.89%

附註：

1. 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224,023,926股股份中擁有權益。
2. China Dynamic為186,192,726股本公司股份的實益擁有人，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。
3. 該等65,584,747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所持有本公司之65,584,747股股份中擁有權益。
4. 根據康宏證券有限公司及康宏金融控股有限公司提交之權益披露通知，該本公司560,384,749股（好倉）及426,000,000股（淡倉）股份由康宏證券有限公司持有。康宏證券有限公司由Wonderful Job Limited全資擁有，而Wonderful Job Limited則由Convoy (BVI) Limited全資擁有。Convoy (BVI) Limited由康宏金融控股有限公司全資擁有。因此，Wonderful Job Limited、Convoy (BVI) Limited及康宏金融控股有限公司各自被視為於康宏證券有限公司持有本公司之560,384,749股股份中擁有權益。
5. 根據軟庫中華金融服務有限公司、Long Vehicle Capital Limited、Probest Limited、張雄峰先生及曹國琪先生提交之權益披露通知，該133,000,000股本公司股份由軟庫中華金融服務有限公司持有，而軟庫中華金融服務有限公司則由軟庫中華金融服務有限公司全資擁有。軟庫中華金融服務有限公司由軟庫中華金融控股有限公司全資擁有。軟庫中華金融控股有限公司由Long Vehicle Capital Limited及Probest Limited分別擁有48%及44%。Long Vehicle Capital Limited乃由張雄峰先生全資擁有，而Probest Limited則由曹國琪先生全資擁有。因此，軟庫中華金融服務有限公司、軟庫中華金融控股有限公司、Long Vehicle Capital Limited、Probest Limited、張雄峰先生及曹國琪先生各自視為於軟庫中華金融服務有限公司持有本公司之133,000,000股股份中擁有權益。
6. 根據福財證券及期貨有限公司、福財控股有限公司、Trendluck Limited及袁樹明先生提交之權益披露通知，福財證券及期貨有限公司由Fordjoy Investment Limited全資擁有，而Fordjoy Investment Limited則由福財控股有限公司全資擁有。福財控股有限公司由Trendluck Limited擁有76%權益，而Trendluck Limited則由袁樹明先生全資擁有。因此，Fordjoy Investment Limited、福財控股有限公司、Trendluck Limited及袁樹明先生各自被視為於福財證券及期貨有限公司持有本公司之100,000,000股股份中擁有權益。

Notes:

1. Ms. YIP Chi Yu was deemed to be interested in 224,023,926 shares of the Company through the interests of her spouse, Mr. HUANG Shaokang, pursuant to Part XV of the SFO.
2. China Dynamic was beneficial owner of 186,192,726 shares of the Company. China Dynamic is 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".
3. These 65,584,747 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 65,584,747 shares of the Company held by ChangAn Investment pursuant to Part XV of the SFO.
4. Based on the notices of disclosure of interest filed by Convoy Securities Limited and Convoy Financial Holdings Limited, the 560,384,749 shares (long position) and 426,000,000 shares (short position) of the Company were held by Convoy Securities Limited. Convoy Securities Limited was wholly owned by Wonderful Job Limited, which was in turn wholly owned by Convoy (BVI) Limited, which was in turn wholly owned by Convoy Financial Holdings Limited. Accordingly, each of Wonderful Job Limited, Convoy (BVI) Limited and Convoy Financial Holdings Limited was deemed to be interested in 560,384,749 shares of the Company held by Convoy Securities Limited.
5. Based on the notices of disclosure of interest filed by SBI China Capital Financial Services Limited, Long Vehicle Capital Limited, Probest Limited, Mr. Zhang Xiongfeng and Mr. Cao Guoqi, the 133,000,000 shares of the Company were held by SBI China Capital Financial Services Limited, which was wholly owned by SBI China Capital Securities Limited, which was in turn wholly owned by SBI China Capital Holdings Limited. SBI China Capital Holdings Limited was controlled as to 48% by Long Vehicle Capital Limited and 44% by Probest Limited. Long Vehicle Capital Limited was wholly owned by Mr. Zhang Xiongfeng and Probest Limited was wholly owned by Mr. Cao Guoqi. Accordingly, each of SBI China Capital Securities Limited, SBI China Capital Holdings Limited, Long Vehicle Capital Limited, Probest Limited, Mr. Zhang Xiongfeng and Mr. Cao Guoqi was deemed to be interested in 133,000,000 shares of the Company held by SBI China Capital Financial Services Limited.
6. Based on the notices of disclosure of interest filed by Fordjoy Securities and Futures Limited, Fordjoy Holdings Company Limited, Trendluck Limited and Mr. Yuen Shu Ming, Fordjoy Securities and Futures Limited was wholly owned by Fordjoy Investment Limited, which was in turn wholly owned by Fordjoy Holdings Company Limited. Fordjoy Holdings Company Limited was owned as to 76% by Trendluck Limited, which was wholly owned by Mr. Yuen Shu Ming. Accordingly, each of Fordjoy Investment Limited, Fordjoy Holdings Company Limited, Trendluck Limited and Mr. Yuen Shu Ming was deemed to be interested in 100,000,000 shares of the Company held by Fordjoy Securities and Futures Limited.

7. 根據阿仕特朗資本管理有限公司、Autumn Ocean Limited、Major Harvest Investments Limited、潘稷先生及廖明麗女士提交之權益披露通知，阿仕特朗資本管理有限公司由Major Harvest Investments Limited全資擁有，而Major Harvest Investments Limited則由Autumn Ocean Limited全資擁有。Autumn Ocean Limited由潘稷先生擁有80%權益。廖明麗女士為潘稷先生之配偶。因此，Major Harvest Investments Limited、Autumn Ocean Limited、潘稷先生及廖明麗女士各自被視為阿仕特朗資本管理有限公司持有本公司之133,000,000股股份中擁有權益。
8. 持股百分比乃根據本公司於供股完成時之已發行股份總數（即1,344,793,424股股份）計算得出。
9. 持股百分比乃根據本公司於二零一六年三月三十一日及在供股完成前之已發行股份總數（即672,396,712股股份）計算得出。

除上文所披露者外，於二零一六年三月三十一日，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

於二零一六年三月三十一日，本公司購股權計劃並無任何尚未行使之購股權。於本報告期內，本公司購股權計劃概無授出／行使／失效／取消任何購股權。

董事收購股份之權利

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

足夠公眾持股量

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

訴訟

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

7. Based on the notices of disclosure of interest filed by Astrum Capital Management Limited, Autumn Ocean Limited, Major Harvest Investments Limited, Mr. Pan Chik and Ms. Liu Ming Lai Lorna, Astrum Capital Management Limited was wholly owned by Major Harvest Investments Limited, which was in turn owned as to 80% by Autumn Ocean Limited. Autumn Ocean Limited was wholly owned by Mr. Pan Chik. Ms. Liu Ming Lai Lorna is the spouse of Mr. Pan Chik. Accordingly, each of Major Harvest Investments Limited, Autumn Ocean Limited, Mr. Pan Chik and Ms. Liu Ming Lai Lorna was deemed to be interested in 133,000,000 shares of the Company held by Astrum Capital Management Limited.
8. The percentage of shareholding is calculated based on the number of the total issued shares of the Company upon the completion of the Rights Issue, i.e. 1,344,793,424 shares.
9. The percentage of shareholding is calculated based on the number of the total issued shares of the Company as at 31 March 2016 and prior to the completion of the Rights Issue, i.e. 672,396,712 shares.

Save as disclosed above, as at 31 March 2016, so far as is known to any director or chief executive of the Company, no person, other than the directors whose interests are set out in the above paragraph under "Disclosure of Interests under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives", had registered an interest or a short position in the shares or underlying shares of the Company that was required to be recorded under Section 336 of the SFO.

SHARE OPTION SCHEME

As at 31 March 2016, there was no option outstanding under the Share Option Scheme of the Company. No options were granted/exercised/lapsed/cancelled under the Share Option Scheme of the Company during the reporting period.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

Apart from those as disclosed in the above paragraph under "Disclosure of interest under Part XV of the Securities and Futures Ordinance – A. Directors and Chief Executives", at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Directors or their respective spouse or children under 18 year of age, or were any rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors of the Company to acquire such rights in any other body 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 approximately HK\$15,600,000) (the "Frozen Amount") from the Group's Paypal account on 27 August 2012.

於二零一二年九月二十一日，本集團向法院遞交銷售文件，證實進入美國之侵權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（相等於約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。

於二零一三年十二月三日，原告提交經修訂申訴，將本公司之全資附屬公司易寶電子商務有限公司（「易寶電子商務」）（其經營被告人之網域）稱為被告人，以代替被告人之網域，並將易寶電子商務所營運之其他域名稱為虛構實體。

本公司於二零一四年八月十二日獲其美國法律方面之法律顧問告知，美國紐約州南區區域法院（「區域法院」）已頒佈命令，除凍結金額20,000美元（相等於約156,000港元）之外，亦暫時限制使用易寶電子商務銀行賬戶及其他財務機構賬戶內5,000,000美元（相等於約39,000,000港元）的款項（「受禁制金額」）。有關資產禁制令之聆訊於二零一五年二月十一日完成（美國時間）。

於二零一五年十一月三日，本公司獲其美國法律方面之法律顧問通知，區域法院頒佈命令，受禁制金額由5,000,000美元（相等於約39,000,000港元）減少至25,000美元（相等於約195,000港元）。區域法院亦已頒佈命令，易寶電子商務須支付原告在有關上述事宜之若干法律程序中所招致之合理成本及費用。但其後於二零一五年十一月四日，本公司獲其美國法律方面之法律顧問通知，區域法院批准將受禁制金額減少一事押後生效之申請。

另一輪聆訊於二零一五年十一月十日（紐約時間）舉行，區域法院決定繼續限制使用受禁制金額。本公司現正向美國法律顧問尋求上述事宜方面之法律意見而本公司將於適當時候再作公告。

本公司董事（「董事」）已謹慎地評估該訴訟所產生之有關律師費及索償（如有的話）之財務影響。經考慮受禁制金額之數額及可能將產生之法律及專業費用，截止二零一六年三月三十一日止期間，本公司已對該訴訟作出充足撥備。由於該訴訟仍在進行當中，董事將繼續謹慎監察該訴訟之進展，並將於適當時候評估該訴訟之撥備是否足夠及對本集團之財務影響。

董事於競爭業務之權益

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

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 approximately 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.

On 3 December 2013 the Plaintiff filed an amended complaint naming EPRO E-commerce Limited (“EPRO EComm”), a wholly owned subsidiary of the Company that operates the Subject Domain as a defendant in place of the Subject Domain, and naming as fictitious entities other domains operated by EPRO EComm.

The Company was informed by its legal adviser as to United States laws on 12 August 2014 that the United States District Court for the Southern District of New York (the “District Court”) entered an order temporarily restraining the use of US\$5,000,000 (equivalent to approximately HK\$39,000,000) (the “Restrained Sum”) in the bank accounts and other financial accounts of EPRO EComm (in addition to the Frozen Amount of US\$20,000 (equivalent to approximately HK\$156,000)). A hearing regarding the asset restraining order was completed on 11 February 2015 (U.S. time).

The Company was informed by its legal adviser as to United States laws on 3 November 2015, the District Court entered an order to reduce the Restrained Sum from US\$5,000,000 (equivalent to approximately HK\$39,000,000) to US\$25,000 (equivalent to approximately HK\$195,000). The District Court has also made an order for EPRO EComm to pay for reasonable costs and fees incurred by the Plaintiff during certain legal process relating to the above matter. However, the Company was subsequently informed by its legal adviser as to United States laws on 4 November 2015 that the District Court had granted an application to delay the effectiveness of the reduction of the Restrained Sum.

Another hearing was held on 10 November 2015 (New York time), on which the District Court decided to continue to temporarily restrain the use of the Restrained Sum. The Company is currently seeking legal advice from its United States legal adviser as to the above matter and the Company will make further announcement as and when appropriate.

The directors of the Company (the “Directors”) have exercised their due care in assessing the financial impact in respect of the legal costs and claims, if any, of the Litigation. Taking into account of the amount of the Restrained Sum and the possible legal and professional costs to be incurred, the Company has made a sufficient provision for the Litigation at the period ended 31 March 2016. Since the Litigation is still on-going, the Directors would continue to exercise their due care in monitoring the progress of the Litigation and would assess the adequacy of provision for the Litigation and the financial impact to the Group as and when appropriate.

DIRECTORS’ INTERESTS IN A COMPETING BUSINESS

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

購買、出售或贖回本公司上市證券

截至二零一六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內幕消息之相關僱員亦須遵照不遜於該等規則所載者之指引。截至二零一六年三月三十一日止九個月，並未出現任何未獲遵守之情況。

企業管治

於截至二零一六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（「企業管治守則」）之守則條文，惟下列偏離事項除外：

守則條文第E.1.2條

本公司之股東大會為股東與董事會提供溝通之良機。董事會主席及薪酬委員會、審核委員會及提名委員會主席或（在其缺席時）各委員會之其他成員及（倘適用）獨立董事委員會會在股東大會上解答提問。然而，董事會主席由於需出席重要商務場合，故未能按企業管治守則之守則條文第E.1.2條規定，出席二零一五年股東週年大會。雖然其缺席，唯彼已安排執行董事擔任大會主席，解答股東發問。

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。委員會由三名獨立非執行董事方福偉先生、朱志先生及林曉峰先生組成。本集團截至二零一六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。

董事

於本報告刊發日期，執行董事為黃少康先生、周兆光先生及洪君毅先生，非執行董事為孟虎先生，而獨立非執行董事為方福偉先生、朱志先生及林曉峰先生。

承董事會命

主席

黃少康

香港，二零一六年五月十一日

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

During the nine months ended 31 March 2016, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted stringent procedures governing director's securities transaction in compliance with Rules 5.48 to 5.67 of the GEM Listing Rules. Relevant employees who are likely to be in possession of unpublished inside information of the Group are also subject to compliance with guidelines with no less exacting terms than those set out in the rules. No incidence of non-compliance was noted for the nine months ended 31 March 2016.

CORPORATE GOVERNANCE

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") set out in Appendix 15 of the GEM Listing Rules throughout the nine months ended 31 March 2016, except for the following deviation:

Code Provision E.1.2

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. The Chairman of the Board as well as chairmen of the Remuneration Committee, Audit Committee and Nomination Committee, or in their absence, other members of the respective committees, and where applicable, the independent Board committee, are available to answer questions at the shareholder's meetings. However, the Chairman of the Board was unable to attend the Company's 2015 annual general meeting (as stipulated under the Code Provision E.1.2 of the CG Code) as he had an important business engagement. Despite his absence, he had arranged for an Executive Director taking the chair of the meeting and answering shareholders' questions.

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 three independent non-executive directors, Mr. FONG Fuk Wai, Mr. ZHU Zhi and Mr. LIN Xiaofeng. The information contained in the Group's third quarterly report for the nine months ended 31 March 2016 has not been audited but has been reviewed by the Committee, who was of opinion that such report compiled with the applicable accounting standards, and the GEM Listing Rules and legal requirements and that adequate disclosures had been made.

DIRECTORS

As at the date of this report, the executive directors are Mr. HUANG Shaokang, Mr. CHOW Siu Kwong and Mr. HUNG Kenneth; the non-executive director is Mr. MENG Hu; and the independent non-executive directors are Mr. FONG Fuk Wai, Mr. ZHU Zhi and Mr. LIN Xiaofeng.

By order of the Board

HUANG Shaokang

Chairman

Hong Kong, 11 May 2016