SUMMARY

OVERVIEW

We have been an integrated information communication application solution provider and application service provider since 2003. As an application solutions and application service provider, we design and develop information communication application solutions for our customers. Our application solutions are customised according to our customers' different needs. Our application solutions include satellite communication application solutions, wireless data communication application solutions and call centre application solutions. After the sales of our application solutions, we provide application services to our customers by assisting them to manage, upgrade and maintain the application solutions.

During the Track Record Period, some of our customers engaged us to provide application services for the application solution provided by us after the warranty period or project completion. Our application solutions are utilised by our customers for public safety, city emergency communication and city integrated management purposes. For example, our application solutions enable our customers to remotely monitor and co-ordinate emergency rescue exercises, remotely monitor the operation of fire alarm systems or traffic law enforcement officers to issue and collect fines for traffic offences at the scene or for public utilities institutions to remotely collect data from and receive information of public utilities services usage meter. For further details of our application solutions, please refer to the section headed "Business — Application solutions and application services" in this document.

Our application solutions require a telecommunication network, such as satellite or wireless telecommunication networks, for it to function. As we are not a telecommunication network providers, we do not own or operate any telecommunication networks. Our customers have to use the data transmission services provided by other satellite and wireless telecommunication network operators, such as SkyComm, in order to support the operation of our application solutions. Our reliance on the co-operation with SkyComm Group and other satellite and wireless telecommunication network operators — "We are dependent on the co-operation with SkyComm Group" and "We rely on the co-operation with other satellite and wireless telecommunication with other satellite and wireless telecommunication with other satellite and wireless telecommunication network operators.

SUMMARY

Our application solutions serve mainly governmental departments or agencies, public utilities institutions and business enterprises in the PRC. Our application solutions are mainly divided into three categories:

- 1. Satellite communication application solutions: the users of this type of application solutions mainly include different governmental departments or agencies, public utilities institutions and business enterprises in Beijing, Shanghai, Tianjin, Chongqing, Hebei Province, Shandong Province, Zhejiang Province, Guangdong Province, Hainan Province, Anhui Province, Inner Mongolia Autonomous Region and Guangxi Zhuang Autonomous Region. Our application solutions satisfy our customers' need of satellite communication for emergency visual communication, communication during disaster rescues and satellite surveillance and supervision. We provide project design, project construction, provision of terminals, installation and testing, maintenance and technical support to our satellite communication application solutions.
- 2. Wireless data communication application solutions: the users of this type of application solutions mainly include different governmental departments or agencies, public utilities institutions and business enterprises in Hebei Province and Shanghai. Our application solutions satisfy our customers' needs of wireless communication for traffic management, remote surveillance, remote control, remote adjustment and data collection. We provide project design, project construction, provision of terminals, installation and testing, maintenance and technical support to our wireless data communication application solutions.
- 3. Call centre application solutions: the users of this type of application solutions mainly include business enterprises in the area of telecommunication, banking and broadcasting. We provide the equipment, network support and technical support including overall software design for product requirements and specifications, software programming and technical support, system installation and configuration, and quality control and testing for the outsourced call centre operator in order for them to satisfy our customers' need in standardising, regulating and controlling the quality of customer service, handling of end customer enquiries and business information despatching. During the Track Record Period, we provided our call centre application solutions and services to our customers in Hebei Province.

In addition to our provision of application solutions, we also sell and/or distribute terminal equipment with the related technical support. Among which, we have been the exclusive distributor of StealthRay Products, which is a two-way satellite system to provide communications for vehicles in motion, in the PRC, Hong Kong and Macau, since May 2007.

For the year ended 31 December 2006, our turnover attributable to provision of satellite communication application solutions and services, wireless data communication application solutions and services amounted to approximately RMB21.64 million, RMB29.25 million and RMB2.98 million respectively, representing approximately 40%, 54% and 6% of our total turnover. For the year ended 31 December 2007, our turnover attributable to provision of satellite communication application solutions and services, wireless data communication for the year ended 31 December 2007, our turnover attributable to provision of satellite communication application solutions and services, wireless data communication

SUMMARY

application solutions and services and call centre application solutions and services amounted to approximately RMB90.17 million, RMB33.96 million and RMB2.92 million respectively, representing approximately 71%, 27% and 2% of our total turnover. For the year ended 31 December 2008, our turnover attributable to provision of satellite communication application solutions and services, wireless data communication application solutions and services and call centre application solutions and services amounted to approximately RMB120.07 million, RMB62.72 million and RMB4.28 million respectively, representing approximately 64%, 34% and 2% of our total turnover. For the five months ended 31 May 2009, our turnover attributable to provision of satellite communication applications and services and call centre applications and services and call centre applications and services and call centre application solutions and services and call centre application and RMB4.28 million respectively, representing approximately 64%, 34% and 2% of our total turnover. For the five months ended 31 May 2009, our turnover attributable to provision of satellite communication application solutions and services amounted to approximately RMB25.00 million, RMB20.50 million and RMB1.78 million respectively, representing approximately 53%, 43% and 4% of our total turnover.

The breakdown of our Group's turnover by application solutions and application services during the Track Record Period is as follows:

	For the year ended 31 December				For the five months ended 31 May					
	2006		2007		2008		2008		2009	
	RMB'000	% of	RMB'000	% of	RMB'000	% of	RMB'000	% of	RMB'000	% of
		turnover		turnover		turnover		turnover		turnover
Satellite communication application solutions and										
services	21,640	40%	90,169	71%	120,074	64%	826	10%	25,001	53%
Wireless data communication application solutions and services	29,254	54%	33,962	27%	62,718	34%	5,701	69%	20,500	43%
Call centre application solutions and services	2,976	6%	2,921	2%	4,282	2%	1,734	21%	1,779	4%
Total	53,870	100%	127,052	100%	187,074	100%	8,261	100%	47,280	100%

Our application solutions and application services are all sold and provided within the PRC domestic market. The business of our Group was initially founded by SkyComm, the holding company of the SkyComm Group. After the Business Transfer and up to the Latest Practicable Date, we became and remain a separate legal entity from SkyComm Group and have been cooperating with SkyComm Group in a number of aspects, particulars of which are set out in the section headed "Our relationship with SkyComm Group and our Controlling Shareholders — Our relationship with SkyComm Group" of this document.

Our main office is currently located in Shijiazhuang, Hebei Province, the PRC. In order to provide timely support and services to our customers located in Shanghai and nearby area, we established a sales office in Shanghai in October 2007. We leased our office in Shijiazhuang from SkyComm Group for a period of three years commencing from 1 July 2008, and leased our sales office in Shanghai from Mr. Chan for a period of three years commencing from 1 November 2007.

SUMMARY

We have also leased another office in Beijing from SkyComm which is used as our operational centre of our ALL ACCESS platform and sales office in Beijing. The lease is for a term of 10 years commencing from 1 January 2009, with an option by us to renew the lease on the same term (other than the option to renew and at the then market rent subject to a cap of 120% of the existing rent) for another 10 years commencing from the expiry of the initial term, unless terminated by us by giving a written notice of at least three months. Under the relevant tenancy agreement, we have also been granted a purchase option pursuant to which we may, during the term of the lease, request SkyComm to sell the office premises to us at its then fair market value.

COMPETITIVE STRENGTHS

We possess the following principal competition strengths:

- We are an experienced application solution and application service provider with strong customisation capabilities
- We benefit from the China's Informatization Development Strategy (2006-2020) policy (國家資訊化發展戰略(2006-2020年))
- We are one of the few providers of integrated application solutions comprising satellite communication, wireless data communication and call centre application solution in the PRC
- Our satellite communication application solutions, wireless data communication application solutions and call centre application solutions create a synergy effect and a competitive cost structure
- We own an integrated application platform called "ALL ACCESS platform" which enables our customers to utilise our application solutions and complete the processing of data from different geographical locations through the use of various private and public satellite, wireless and wired networks
- We have strong research, design and development capabilities
- We have experienced management and staff with sound industry knowledge, management skills and technical know-how

STRATEGY

Our goal is to become one of the leading integrated information communication application solutions providers and application services providers in China. We aim to position ourselves as a one-stop application solution provider whereby we provide both the application solutions and application services to our customers. To this end, we intend to carry out the following plans:

• Creating a steady stream of income by providing more application services

SUMMARY

- Further enhancing of research, design and development capabilities
- Promoting the awareness of our company and our application solutions
- Expanding sales, distribution and services network
- Deepening relationships with existing customers and suppliers and increasing cross-selling opportunities

RISK FACTORS

We believe that there are certain risks involved in our operations. Many of these risks are beyond our control and can be categorised into (i) risks related to our business; (ii) risks related to the industries in which we operate and (iii) risks related to the PRC.

Risks related to our business

- Our results may be adversely affected by global financial crisis and global economic slowdown
- We are dependent on the co-operation with SkyComm Group
- There is no assurance that our contractual arrangements with SkyComm Group and its shareholders can be duly enforced
- We rely on the co-operation with other satellite and wireless telecommunication network operator in the PRC
- We have limited operating history in providing application solutions through Noter
- We rely upon the exclusive distributorship of the satellite antenna called "StealthRay" in respect of provision of our satellite communication application solutions and sale of the satellite terminal equipment
- We are dependent on our suppliers
- We rely on the sale to a few customers in our business segments
- The nature of a certain proportion of our income is project based
- Our gross profit margin and growth in profit may not be sustainable in the future
- We had net current liabilities as at 31 December 2006 and 31 December 2007 respectively
- We experienced net operating cash outflow for the year ended 31 December 2007

SUMMARY

- We receive payments from our customers by instalments, and any delay in payments from our customers may affect our working capital and cash flow
- Demands for our newly launched application solutions may not grow as expected
- Our success is dependent upon hiring and retaining qualified personnel and there may be a material adverse impact on us if we are unable to secure qualified personnel for our operations
- We may not be able to adequately protect our intellectual property rights and technological know-how, which could weaken our competitive position and affect our operations
- Our future performance and reputation are dependent on our ability to continue developing new application solutions
- Our insurance policies do not cover all operating risks
- Our application solutions may contain undetected flaws or defects. Our business and reputation may be affected by product liability claim, litigation, complaints or adverse publicity in relation to our application solutions
- We are reliant on the PRC market and we may be unable to adjust our resources to other markets in the event of an economic downturn in the PRC
- Systems failures, delays and other problems could harm our reputation and business, cause us to lose customers and expose us to liability
- We may be subject to project risks and variation in project size
- There is no assurance that our plans will be achieved within the expected time frame or within the estimated budget
- The Controlling Shareholders have the ability to exercise control over us, which allows them to influence our business in ways that may not be in the interests of other Shareholders
- Our sales are subject to cyclical fluctuations and an analysis of our interim financial performance may not be indicative of our full-year results
- Any decline in the ability of our sole operating subsidiary to pay dividends to us would adversely reduce our cash flow
- Compliance with the relevant rules and regulations concerning system integration businesses in the PRC

SUMMARY

Risks related to the industries in which we operate

- The PRC satellite and wireless telecommunications industry is subject to rapid changes in technology
- There is no assurance that extensive government regulation of the telecommunications industry in China will not extend to our business environment in the future
- We face significant competition in each of the markets in which we operate, which could materially lower our profitability

Risks related to the PRC

- Changes in PRC Government regulations and policies in relation to the industries in which we or our customers operate may have unfavourable impact on our business
- Political and economic policies of the PRC Government could undermine our business, results of operations and financial condition
- The newly enacted PRC Employment Contract Law may increase our labour costs
- The PRC legal system is not fully developed and there are inherent uncertainties that could limit the legal protections available to our Shareholders
- PRC Government control of currency conversion and future movements in exchange rates may weaken our ability to distribute dividends, increase competition from imports, affect the value of our net assets, earnings and dividends in foreign currency terms, or inhibit our ability to import our products
- If the favourable tax treatment that we currently receive is altered or eliminated, our financial result may be adversely affected
- Epidemics, acts of war and other disasters
- An outbreak of influenza A (H1N1) or any other similar epidemic may, directly or indirectly, adversely affect our operating results
- Certain facts and statistics contained in this document have come from official government publications whose reliability cannot be assumed or assured
- You should read the entire document carefully and we strongly caution you not to place any reliance on any information contained in press articles or other media, including, in particular, any projections, valuations, other forward-looking information or information about our Company.

SUMMARY

OUR RELATIONSHIP WITH SKYCOMM GROUP AND OUR CONTROLLING SHAREHOLDERS

The business of our Group was initially founded and carried on by SkyComm Group. After the Reorganisation, we became a separate legal entity from SkyComm Group, though we still co-operate with SkyComm Group on a number of aspects. Although SkyComm Group is currently owned by Independent Third Parties, it was controlled by Mr. Chan, being one of the Controlling Shareholders prior to the Reorganisation until he sold his indirect interests in, and resigned from the directorship and management in, SkyComm Group. For details, please refer to the section headed "Our Relationship with SkyComm Group and our Controlling Shareholders" in this document.

FINANCIAL INFORMATION

Basis of Presentation

The combined income statements, combined statements of changes in equity and combined cash flow statements of our Group as set out in the Accountants' Report in Appendix I to this document include the results of operations of the companies comprising our Group for the Track Record Period (or where the companies were incorporated/established at a date later than 1 January 2006, for the period from the date of incorporation/establishment to 31 May 2009) as if the combined entity had been in existence throughout the Track Record Period.

Trading Record

The following tables present our summary financial information for the Track Record Period which is extracted from the Accountants' Report set out in Appendix I to this document. This summary should be read in conjunction with our financial information included in the Accountants' Report set out in Appendix I to this document, including the notes thereto. The combined financial statements of the companies comprising the Group have been prepared in accordance with HKFRSs.

SUMMARY

Combined income statements

	Years of	ended 31 Do	Five months ended 31 May		
			2008	2008	2009
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			(
Revenue	53,870	127,052	187,074	8,261	47,280
Cost of sales	(32,079)	(76,381)	(104,085)	(3,873)	(33,389)
Gross profit	21,791	50,671	82,989	4,388	13,891
Other net income/(expenses)	_	91	805	524	1,681
Administrative and distribution expenses	(2,164)	(3,668)	(7,144)	(2,527)	(4,392)
Profit from operations	19,627	47,094	76,650	2,385	11,180
Finance costs	_	(615)	(7,116)	(1,163)	(2,899)
Profit before tax	19,627	46,479	69,534	1,222	8,281
Income tax	(4,372)		(1,738)		(1,339)
Profit for the year/period	15,255	46,479	67,796	1,222	6,942
Attributable to:					
Equity holders of the Company	14,436	46,479	67,796	1,222	6,942
Minority interests	819	_		—	
Profit for the year/period	15,255	46,479	67,796	1,222	6,942
Earnings per share					
Basic (RMB)	0.019	0.062	0.090	0.002	0.009
Diluted (RMB)	0.019	0.060	0.079	0.002	0.009
	0.019	0.000	0.079	0.002	0.009

SUMMARY

Combined statements of comprehensive income

			Five months				
	Years e	nded 31 D	ended 31 May				
	2006	2007	2008	2008	2009		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
			(1	unaudited)			
Profit for the year/period	15,255	46,479	67,796	1,222	6,942		
Other comprehensive income for the year/period - Exchange differences on							
translation of financial statements of							
subsidiaries outside the PRC	10	2,160	769	785	(191)		
Total comprehensive income for the							
year/period	15,265	48,639	68,565	2,007	6,751		
Attributable to:							
Equity holders of the Company	14,446	48,639	68,565	2,007	6,751		
Minority interests	819						
	15,265	48,639	68,565	2,007	6,751		

SUMMARY

Combined balance sheets

	A 2006 RMB '000	At 31 Decemb 2007 <i>RMB</i> '000	er 2008 <i>RMB</i> '000	At 31 May 2009 RMB'000
Non-current assets Property, plant and equipment Trade and other receivables	3,060	2,618	57,476 21,263	53,161 21,620
	3,060	2,618	78,739	74,781
Current assets Inventories Trade and other receivables	3,071 10,281	2,861 45,601	3,156 88,667	795 94,163
Amounts due from related parties Cash and cash equivalents	76	11,807 23,559	8,621 174,711	158,755
	13,428	83,828	275,155	253,713
Current liabilities Interest-bearing borrowings Trade and other payables Amounts due to related parties Amount due to a shareholder Income tax payable	11,343 72,783 1,176 4,372	18,413 37,735 480 39,822 4,372	149,653 44,245 	128,442 32,017 312 3,918 5,817
	89,674	100,822	202,131	170,506
Net current (liabilities)/assets	(76,246)	(16,994)	73,024	83,207
Total assets less current liabilities	(73,186)	(14,376)	151,763	157,988
Non-current liabilities Interest-bearing borrowings Deferred tax liabilities		8,964	8,346 1,738	8,223 1,632
		8,964	10,084	9,855
Net (liabilities)/assets	(73,186)	(23,340)	141,679	148,133
Capital and reserves Paid-in capital Reserves	(73,186)	(23,340)	73 <u>141,606</u>	73 <u>148,060</u>
Total equity	(73,186)	(23,340)	141,679	148,133

SUMMARY

RECENT ECONOMIC CONDITIONS

The global financial crises which occurred in 2008 has caused substantial losses and collapses in a number of global corporations, investment banks and commercial banks leading to recession or slowdown in the global economy. The effects of the global financial crises may continue to affect different economies and markets in 2009 as well as the Group's results and operations and financial condition in 2009. Our turnover increased from approximately RMB8.26 million for the five months ended 31 May 2008 to approximately RMB47.28 million for the five months ended 31 May 2009 which represented a 472% growth. The increase in turnover was mainly attributable to the increase in the business of satellite communication application solutions and services by approximately RMB24.18 million driven by the increase in number of projects and number of customers and the increase in the business of wireless data communication application solutions and services by approximately RMB14.80 million whilst more wireless data terminals were installed for projects done during the period and more services were provided to our customers.

Our Directors believe that the improvement of financial performance experienced by the Group for the five months ended 31 May 2009 was mainly because our customers may not have been severely affected by the global financial crises as compared to others as we have not experienced a reduction of sales for the five months ended 31 May 2009 nor have we experienced any cancellation of orders during the same period.

The global financial crises did not have any material impact on the collection of our trade receivables. Although our trade receivables turnover days increased from 140 days for the year ended 31 December 2008 to 232 days for the five months ended 31 May 2009, the increase of our trade receivables turnover for the five months ended 31 May 2009 was mainly because the majority of the past due balances as at 31 May 2009 were due from government departments or agencies. Due to their lengthy budgeting and payment process, we experienced delay in our collection from these government departments or agencies. However, there have been no significant dispute or default in payments from these customers. We have made full allowance for long overdue balances which are considered irrecoverable. The amount of bad debts expense for both the year ended 31 December 2006 and 31 December 2007 was nil whilst an amount of approximately RMB0.65 million was made for the year ended 31 December 2008 of which approximately RMB0.12 million was bad debt written off during the year. No bad debts expense was provided for the five months ended 31 May 2009.

The global financial crises did not have any material impact on our financing activities nor has it have any effect on our terms of borrowing with the banks. Short-term debt decreased from approximately RMB149.65 million as at 31 December 2008 to approximately RMB128.44 million as at 31 May 2009 mainly due to repayments of bank loans and convertible notes whilst long-term debt remained no substantial change. The decrease in short-term debt occurred as a result of pre-scheduled repayment of the relevant loan.

SUMMARY

Nevertheless, if any of our customers are put into liquidation, or experience financial difficulties, orders placed with us may be reduced or even cancelled. If our suppliers are put into liquidation or cease business, we will have to source material from other suppliers. This may lead to delay in, or increased cost of, development of our application solutions. For further details on the impacts of recent economic conditions on the Company, please refer to section headed "Risk Factors — Our results may be adversely affected by the global financial crisis and global economic slowdown."

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Pursuant to Rules 13.13 to 13.19 of the Listing Rules, a general disclosure obligation arises where the relevant advance to an entity, financial assistance or guarantees to affiliated companies of the Group exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

As disclosed in the section headed "Our relationship with SkyComm Group and our Controlling Shareholders — Business Model Before and After Reorganisation — Long Term Co-operation Agreement" of this document, our Group and SkyComm entered into the Long Term Co-operation Agreement on 28 February 2008 (as supplemented by a supplemental agreement dated 14 April 2009) to reinforce and regulate our business relationship and collaboration with SkyComm Group whereby SkyComm Group will, for a period of five years until December 2012, refer all the business opportunities relating to the provisions of integrated wireless and satellite communication application solutions (including but not limited to the research and development of communication solutions and related software, development of the related technical solutions, installation, testing, maintenance, consultation and technical support services for communication equipment) to our Group by either procuring such end customers to appoint or contract with our Group directly for the provisions of the services, or entering into contracts for provision of such services with end customers as agent on behalf of our Group for provision of such relevant services by our Group. Pursuant to the Long Term Co-operation Agreement, our Group is required, and has provided a lump sum of RMB30 million to SkyComm as performance guarantee deposit for contracts entered into by SkyComm Group as agent for our Group. The amount of the performance guarantee deposit is subject to annual adjustment in the manner specified therein, and a sum equal to 10% of the contract fee of each of such contracts, shall be refundable upon completion of, and the expiry of the warranty period under, such contract. Any balance of the performance guarantee deposit will be refunded to our Group upon expiry of the Long Term Co-operation Agreement. As at the Latest Practicable Date, the amount of performance guarantee deposit retained by SkyComm pursuant to the Long Term Co-operation Agreement had not been adjusted nor utilised to secure performance of the relevant contracts. Based on the combined balance sheet of our Group as at 31 May 2009, the performance guarantee deposit, which is regarded as advance to an entity under Rule 13.13 of the Listing Rules, represented more than 8% of the assets ratio as defined under Rule 14.07(1) of the Listing Rules.

Save as disclosed above, our Directors have confirmed that, as at the Latest Practicable Date, there were no circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

SUMMARY

DIVIDEND POLICY AND DISTRIBUTABLE RESERVES

Our Directors may declare dividends out of the distributable profits for the year ending 31 December 2009 and thereafter, if any, after taking into account, among other things, our results of operations, cash flows and financial condition, operating and capital requirements, the amount of distributable profits based on HKFRSs, our Memorandum and Articles of Association, the Companies Law, applicable laws and regulations and other factors that our Directors deem relevant. The distribution of dividend for any financial year shall be subject to Shareholders' approval.

We did not declare any dividends during the Track Record Period.

PROFIT ESTIMATE

Our Directors estimate that, on the bases set out in Appendix III to this document and in the absence of unforeseen circumstances, the estimate combined profit attributable to equity holders of the Company prepared in accordance with HKFRS for the six months ended 30 June 2009 will not be less than RMB18 million. We have undertaken to the Stock Exchange that our interim financial report for the six months period ended 30 June 2009 will be audited pursuant to Rule 11.18 of the Listing Rules.

USE OF CAPITAL

We intend to use our capital as follows:

- two new projects as follows:
 - (i) for development of a new satellite communication application solution. Amongst which, to acquire new terminals for this new satellite communication application solution and for research and development; and
 - (ii) in a project to upgrade and promote our Traffic Offence Electronic Ticketing and Payment Solution.
- for increasing the number of satellite communication application solutions and wireless data communication application solutions demo products;
- for upgrading office facilities and setting up office facilities in new office in the course of expanding our sales and distribution network;
- for recruiting sales and marketing and technical staff and providing training to our existing staff; and
- as our general working capital.