

2013

First Quarterly Report
第一季度業績報告



M DREAM INWORLD LIMITED

聯夢活力世界有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code : 8100

股份代號:8100

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

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

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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 (the “Directors”) of M Dream Inworld Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）的特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色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新興的性質所然，在創業板買賣的證券可能會較於聯交所主板買賣的證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告的內容概不負責，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的任何損失承擔任何責任。

本報告的資料乃遵照香港聯合交易所有限公司《創業板證券上市規則》（「《創業板上市規則》」）而刊載，旨在提供有關聯夢活力世界有限公司（「本公司」）的資料；本公司各董事（「董事」）願就本報告共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認，就彼等所深知及確信：(1)本報告所載資料在各重要方面均屬準確完備，沒有誤導成分；(2)並無遺漏其他事項，足以令致本報告所載任何陳述產生誤導；及(3)本報告所表達一切意見均經過審慎周詳考慮後方始作出，並以公平合理的基準及假設為依據。

Highlights (Unaudited)

摘要 (未經審核)

- The turnover of the Group was approximately HK\$674,000 for the Period representing a decrease of approximately 23.8% as compared to the turnover for the corresponding period in 2012 of approximately HK\$884,000.
- The Group recorded a loss attributable to equity shareholders of the Company was approximately HK\$262,546,000 for the Period compared to the loss attributable to equity shareholders of the Company of approximately HK\$1,277,000 for the same period last year. The reason for the increase in loss was mainly due to the impairment loss on goodwill of approximately HK\$256,585,000.
- Loss per share for loss attributable to equity shareholders of the Company for the Period was HK20.76 cents.
- The Board does not recommend the payment of any dividend for the three months ended 31 March 2013.
- 於本期間內，本集團的營業額約為674,000港元，較二零一二年同期的營業額約884,000港元減少約23.8%。
- 於本期間內，本集團錄得本公司權益股東應佔虧損約262,546,000港元，而去年同期的本公司權益股東應佔虧損則約為1,277,000港元。虧損增加主要由於商譽出現減值虧損約256,585,000港元。
- 於本期間內，本公司權益股東應佔虧損的每股虧損為20.76港仙。
- 董事會不建議就截至二零一三年三月三十一日止三個月派付任何股息。

Condensed Consolidated Statement of Income – Unaudited

簡明綜合收益表 – 未經審核

The board of Directors (the “Board”) of M Dream Inworld Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2013 (the “Period”), together with the comparative unaudited figures for the corresponding period in 2012, as follows:

聯夢活力世界有限公司(「本公司」)董事會(「董事會」)欣然宣佈，本公司及其附屬公司(統稱為「本集團」)截至二零一三年三月三十一日止三個月(「本期間」)的未經審核簡明綜合業績，連同二零一二年同期的未經審核比較數字如下：

For the three months ended 31 March 2013
(Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March	
		截至三月三十一日止三個月	
		2013	2012
		二零一三年	二零一二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Re-presented)	
		(經重列)	
	<i>Notes</i>		
	<i>附註</i>		
Continuing operations	持續經營業務		
Turnover	3	674	884
Cost of sales		(190)	(65)
Gross profit		484	819
Other revenue and net (loss)/gain	4	(255,817)	539
Selling and administrative expenses		(5,524)	(2,383)
Loss from operations		(260,857)	(1,025)
Finance costs	5a	(1,689)	(8)
Loss before taxation	5	(262,546)	(1,033)
Income tax	7	-	(92)
Loss for the period from continuing operations	本期間來自持續經營業務虧損	(262,546)	(1,125)
Discontinued operation	終止經營業務		
Loss for the period from discontinued operation	本期間來自終止經營業務虧損	-	(152)
Loss for the period	本期間虧損	(262,546)	(1,277)
Loss for the period attributable to:	以下人士應佔本期間虧損：		
Equity shareholders of the Company	本公司權益股東	(262,546)	(1,277)
Non-controlling interests	非控股權益	-	-
		(262,546)	(1,277)
Loss per share	每股虧損		
From continuing and discontinued operations	來自持續經營及終止經營業務		
Basic	基本	(HK20.76 cents 港仙)	(HK0.10 cents 港仙)
Diluted	攤薄	N/A 不適用	N/A 不適用
From continuing operations	來自持續經營業務		
Basic	基本	(HK20.76 cents 港仙)	(HK0.09 cents 港仙)
Diluted	攤薄	N/A 不適用	N/A 不適用
From discontinued operation	來自終止經營業務		
Basic	基本	N/A 不適用	(HK0.01 cents 港仙)
Diluted	攤薄	N/A 不適用	N/A 不適用

Condensed Consolidated Statement of Comprehensive Income – Unaudited

簡明綜合全面收益表 – 未經審核

For the three months ended 31 March 2013
(Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止三個月
(以港元列示)

		Three months ended 31 March 截至三月三十一日止三個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元 (Re-presented) (經重列)
Loss for the period	本期間虧損	(262,546)	(1,277)
Other comprehensive (expense)/income for the period	本期間其他全面(開支)/收益		
Exchange differences on translation of financial statements of overseas subsidiaries	折算海外附屬公司財務報表產生的匯兌差額	(11)	7
Total comprehensive expense for the period	本期間全面開支總額	(262,557)	(1,270)
Attributable to:	以下人士應佔：		
Equity shareholders of the Company	本公司權益股東	(262,557)	(1,270)
Non-controlling interests	非控股權益	-	-
		(262,557)	(1,270)

Condensed Consolidated Statement of Changes in Equity — Unaudited

簡明綜合權益變動表 — 未經審核

For the three months ended 31 March 2013
(Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止三個月
(以港元列示)

		Attributable to equity shareholders of the Company									
		本公司權益股東應佔									
		Share capital	Share premium	Contributed surplus	Share option reserve	Convertible	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total
						notes equity reserve					
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	匯兌儲備	累計虧損	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2012	於二零一二年一月一日的結餘	124,889	206,661	6,426	310	-	294	(180,190)	158,390	-	158,390
Loss for the period	本期間虧損	-	-	-	-	-	-	(1,277)	(1,277)	-	(1,277)
Other comprehensive income for the period	本期間其他全面收益	-	-	-	-	-	7	-	7	-	7
Total comprehensive income/(expense) for the period	本期間全面收益/(開支)總額	-	-	-	-	-	7	(1,277)	(1,270)	-	(1,270)
Balance at 31 March 2012 (Unaudited)	於二零一二年三月三十一日的結餘(未經審核)	124,889	206,661	6,426	310	-	301	(181,467)	157,120	-	157,120
Balance at 1 January 2013	於二零一三年一月一日的結餘	124,889	206,661	6,426	310	6,605	5	(206,816)	138,080	-	138,080
Loss for the Period	本期間虧損	-	-	-	-	-	-	(262,546)	(262,546)	-	(262,546)
Other comprehensive expense for the Period	本期間其他全面開支	-	-	-	-	-	(11)	-	(11)	-	(11)
Total comprehensive expense for the Period	本期間全面開支總額	-	-	-	-	-	(11)	(262,546)	(262,557)	-	(262,557)
Acquisition of subsidiaries (note 13)	收購附屬公司(附註13)	-	-	-	-	325,290	-	-	325,290	27,119	352,409
Shares issued on conversion of convertible notes (note 14b)	兌換可換股票據時發行股份(附註14b)	20,000	2,170	-	-	(6,605)	-	-	15,565	-	15,565
Balance at 31 March 2013 (Unaudited)	於二零一三年三月三十一日的結餘(未經審核)	144,889	208,831	6,426	310	325,290	(6)	(469,362)	216,378	27,119	243,497

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the three months ended 31 March 2013
(Expressed in Hong Kong dollars)

截至二零一三年三月三十一日止三個月
(以港元列示)

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, British West Indies. The Company's shares have been listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activity of the Company is investment holding. The Group's principal activities are mainly engaged in the provision of website development, electronic learning products and services during the Period.

On 31 March 2013, the Group completed the acquisition of 50.5% of the entire issued share capital of Apperience Corporation. Apperience Corporation and its subsidiaries ("Apperience Group") are principally engaged in research, development, and distribution of software for personal computers performance and security as well as mobile applications. The Apperience Group also derives income from toolbar advertisements. Upon the completion of the acquisition, the principal activities of the Apperience Group are also classified as the Group's principal activities.

This unaudited quarterly condensed consolidated financial information is presented in Hong Kong Dollars (HK\$), unless otherwise stated. This unaudited quarterly condensed consolidated financial information was approved for issue by the Board of Directors on 10 May 2013.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Company have been prepared in accordance with the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules") of the Stock Exchange.

The Group's 2013 first quarterly unaudited financial statements have been prepared under the historical cost convention, except for certain financial assets and liabilities which have been measured at fair values. The principal accounting policies used in the preparation of these unaudited condensed consolidated financial statements are consistent with those used in the annual consolidated financial statements for the year ended 31 December 2012 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the HKICPA that are adopted for the first time for the current period's financial statements.

The Group has not early applied the new HKFRSs that have been issued but are not yet effective. The Company has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether new HKFRSs would have a material impact on its operations and financial position.

1. 公司資料

本公司根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。註冊辦事處地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, British West Indies。本公司股份已於香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)上市。

於本期間內，本公司的主要業務為投資控股。本集團的主要業務為提供網站開發、電子學習產品及服務。

於二零一三年三月三十一日，本集團完成收購Apperience Corporation全部已發行股本50.5%。Apperience Corporation及其附屬公司(「Apperience集團」)主要業務為研發及分銷有關個人電腦性能及安全的軟件以及流動應用程式。Apperience集團亦從工具欄廣告賺取收入。收購事項完成後，Apperience集團的主要業務亦分類為本集團的主要業務。

除非另有說明，否則本季度未經審核簡明綜合財務資料以港元列報。本季度未經審核簡明綜合財務資料於二零一三年五月十日經董事會批准刊發。

2. 財務報表的編製基準

本公司的未經審核簡明綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)、香港公認會計原則、香港《公司條例》的披露規定及聯交所《創業板證券上市規則》(「《創業板上市規則》」)編製。

除若干以公平價值計量的金融資產及負債外，本集團二零一三年第一季未經審核財務報表乃根據歷史成本基準編製。除本期間的財務報表首次採納香港會計師公會頒佈的新訂及經修訂準則、修訂及詮釋(「新訂及經修訂香港財務報告準則」)外，編製此等未經審核簡明綜合財務報表時採用的主要會計政策與編製截至二零一二年十二月三十一日止年度全年綜合財務報表所採用者一致。

本集團並無提早應用已頒佈但尚未生效的新訂香港財務報告準則。本公司已開始評估該等新訂香港財務報告準則的影響，但尚未能指出該等新訂香港財務報告準則是否將對其經營業務及財務狀況構成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. TURNOVER

Turnover represents the sales value of goods and services supplied to customers.

3. 營業額

營業額指向客戶售出貨品及提供服務的銷售價值。

		Continuing operations 持續經營業務		Discontinued operation 終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Continuing operations	持續經營業務						
Provision of website development, electronic learning products and services	提供網站開發、 電子學習產品及服務	674	884	-	-	674	884
Discontinued operation	終止經營業務						
Sales of optical display equipment, components and related technology	銷售光學顯示設備、 零件及相關技術	-	-	-	-	-	-
		674	884	-	-	674	884

Notes to the Consolidated Financial Statements

綜合財務報表附註

4. OTHER REVENUE AND NET (LOSS)/GAIN

4. 其他收入及淨(虧損)/收益

		Continuing operations 持續經營業務		Discontinued operation 終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Other revenue	其他收入						
Bank interest income	銀行利息收入	226	464	–	3	226	467
Income from provision of business centre services	商務中心服務 所得收入	60	60	–	–	60	60
Loan interest income	貸款利息收入	–	20	–	–	–	20
Other investment interest income	其他投資利息收入	5	–	–	–	5	–
		291	544	–	3	291	547
Other gains and losses	其他收益及虧損						
Fair value gains on financial assets at fair value through profit or loss (Note 12)	透過損益以公平價值列賬的 金融資產公平價值收益 (附註12)	430	–	–	–	430	–
Net sundry income/(expenses)	雜項收入/(開支)淨額	10	(5)	–	–	10	(5)
Impairment loss on goodwill (Note 13)	商譽減值虧損(附註13)	(256,585)	–	–	–	(256,585)	–
Recovery from impaired trade receivables	收回已減值貿易應收賬款	37	–	–	–	37	–
		(256,108)	(5)	–	–	(256,108)	(5)
Other revenue and net (loss)/gain	其他收入及淨(虧損)/收益	(255,817)	539	–	3	(255,817)	542

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. LOSS BEFORE INCOME TAX EXPENSE

Loss before income tax expense from continuing operations and discontinued operation have been arrived at after charging:

5. 除所得稅開支前虧損

來自持續經營業務及終止經營業務的除所得稅開支前虧損已扣除：

		Continuing operations 持續經營業務		Discontinued operation 終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
(a) Finance costs:	(a) 融資成本：						
Bank loan interest	銀行貸款利息	25	8	–	–	25	8
Effective interest on convertible notes payable	應付可換股票據的實際利息	1,664	–	–	–	1,664	–
		1,689	8	–	–	1,689	8
(b) Staff costs (including directors' remuneration):	(b) 員工成本(包括董事酬金)：						
Salaries, wages and other benefits	薪金、工資及其他福利	1,876	1,002	–	23	1,876	1,025
Retirement scheme contributions	退休計劃供款	42	22	–	–	42	22
		1,918	1,024	–	23	1,918	1,047
(c) Other items:	(c) 其他項目：						
Amortisation of intangible assets	無形資產攤銷	154	–	–	–	154	–
Auditor's remuneration	核數師酬金	101	111	–	–	101	111
Depreciation	折舊	135	63	–	4	135	67
Impairment loss on goodwill (Note 13)	商譽減值虧損(附註13)	256,585	–	–	–	256,585	–
Legal and professional fees	法律及專業費用	1,582	74	–	5	1,582	79

6. COMPARATIVE FIGURES

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

6. 比較數字

若干比較數字已重新分類，以與本期間的列報方式貫徹一致。

Notes to the Consolidated Financial Statements

綜合財務報表附註

7. INCOME TAX EXPENSES

Income tax expenses in the unaudited condensed consolidated income statement represents:

7. 所得稅開支

未經審核簡明綜合收益表的所得稅開支指：

		Continuing operations 持續經營業務		Discontinued operation 終止經營業務		Total 總計	
		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月		Three months ended 31 March 截至三月三十一日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)	2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax — Hong Kong Profits Tax	當期所得稅 — 香港利得稅						
Provision for the period (Note)	本期間撥備(附註)	—	92	—	—	—	92

Note:

No provision for Hong Kong Profits Tax is required since the Group has no estimated assessable profit for the Period. The amount provided for the three months period ended 31 March 2012 was calculated at 16.5% of the estimated assessable profits for that period.

Taxation for overseas subsidiaries is charged at appropriate current rates of taxation ruling in the relevant countries. No provision for overseas tax is required since the subsidiaries operating outside Hong Kong have no estimated assessable profit for the Period (2012: HK\$nil).

附註：

於本期間內，由於本集團並無估計應課稅溢利，故毋須就香港利得稅作出撥備。截至二零一二年三月三十一日止三個月期間的撥備金額乃就該期間的估計應課稅溢利按稅率16.5%計算。

海外附屬公司的稅項乃根據有關國家的現行適用稅率計算。於本期間內，由於在香港境外經營的附屬公司並無估計應課稅溢利，故毋須就海外稅項作出撥備(二零一二年：零港元)。

8. LOSS PER SHARE

(a) Basic loss per share

From continuing and discontinued operations

The calculation of basic loss per share from continuing and discontinued operations is based on the loss attributable to equity shareholders of the Company of HK\$262,546,000 (2012: HK\$1,277,000) and the weighted average of 1,264,449,880 (2012: 1,248,894,324) ordinary shares in issue during the Period.

From continuing operations

The calculation of basic loss per share from continuing operations is based on the loss from continuing operations of HK\$262,546,000 (2012: HK\$1,125,000) and the weighted average of 1,264,449,880 (2012: 1,248,894,324) ordinary shares in issue during the Period.

8. 每股虧損

(a) 每股基本虧損

來自持續經營及終止經營業務

來自持續經營及終止經營業務的每股基本虧損乃根據於本期間內本公司權益股東應佔虧損262,546,000港元(二零一二年：1,277,000港元)及已發行普通股加權平均數1,264,449,880股(二零一二年：1,248,894,324股)計算。

來自持續經營業務

來自持續經營業務的每股基本虧損乃根據於本期間內來自持續經營業務虧損262,546,000港元(二零一二年：1,125,000港元)及已發行普通股加權平均數1,264,449,880股(二零一二年：1,248,894,324股)計算。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. LOSS PER SHARE (continued)

(a) Basic loss per share (continued)

From discontinued operation

The calculation of basic loss per share from the discontinued operation is based on the loss from the discontinued operation of HK\$0 (2012: HK\$152,000) and the weighted average of 1,264,449,880 ordinary shares (2012: 1,248,894,324 ordinary shares) in issue during the Period.

(b) Diluted loss per share

Diluted loss per share for each of the three months periods ended 31 March 2013 and 2012 is not shown as the potential ordinary shares are anti-dilutive.

9. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by a mixture of both business lines and geography. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments.

- Website development, electronic learning products and services (continuing operations)
- Optical display equipment, components and related technology (discontinued operation)

(a) Segment results

For the purpose of monitoring segment performance and allocating resources between segments:

- Segment profit/(loss) represented profit earned by/(loss from) each segment without allocation of central administration costs, finance costs and income tax expense.
- Segment revenue reported below represents revenue generated from external customers. There were no inter-segment sales in the Period. (2012: HK\$nil).

8. 每股虧損(續)

(a) 每股基本虧損(續)

來自終止經營業務

來自終止經營業務的每股基本虧損乃根據本期間內來自終止經營業務虧損零港元(二零一二年: 152,000港元)及已發行普通股加權平均數1,264,449,880股(二零一二年: 1,248,894,324股普通股)計算。

(b) 每股攤薄虧損

由於潛在普通股具反攤薄作用，故並無呈列截至二零一三年及二零一二年三月三十一日止三個月期間的每股攤薄虧損。

9. 分部報告

本集團按部門管理其業務，由業務類別及地區混合組織而成。本集團呈列以下兩個報告分部，列報方式與為分配資源及評估表現目的而向本集團最高級行政管理人員內部報告資料的方式貫徹一致。

- 網站開發、電子學習產品及服務(持續經營業務)
- 光學顯示設備、零件及相關技術(終止經營業務)

(a) 分部業績

為監管分部表現及分部之間的資源分配：

- 所呈列的分部溢利/(虧損)均在並無分配任何中央行政成本、融資成本及所得稅開支下呈列每個分部的所賺取溢利/(出現虧損)。
- 下文所報告的分部收入指來自外界客戶的收入。於本期間內並無分部間銷售(二零一二年：零港元)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. SEGMENT REPORTING (continued)

9. 分部報告 (續)

(a) Segment results (continued)

(a) 分部業績 (續)

Information regarding the Group's reportable segments for the periods ended 31 March 2013 and 2012 is set out below.

有關本集團截至二零一三年及二零一二年三月三十一日止期間報告分部的資料載列如下。

Three months ended 31 March

截至三月三十一日止三個月

		Continuing operations		Discontinued operation		Unallocated		Consolidated	
		2013	2012	2013	2012	2013	2012	2013	2012
		二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年	二零一三年	二零一二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額								
Revenue from external customers	外界客戶收入	674	884	-	-	-	-	674	884
Results	業績								
Segment result	分部業績	(578)	561	-	(152)	-	-	(578)	409
Interest income	利息收入							230	484
Unallocated income	未分配收入							477	(5)
Unallocated expenses	未分配開支							(260,986)	(2,065)
Loss from operations	經營虧損							(260,857)	(1,177)
Finance costs	融資成本							(1,689)	(8)
Loss before income tax	除所得稅前虧損							(262,546)	(1,185)
Income tax expense	所得稅開支							-	(92)
Loss after taxation	除稅後虧損							(262,546)	(1,277)
Other segment information:	其他分部資料:								
Amortisation of intangible assets	無形資產攤銷	(154)	-	-	-	-	-	(154)	-
Capital expenditure	資本支出	(9)	(3)	-	-	(685)	(7,036)	(694)	(7,039)
Depreciation	折舊	(4)	(1)	-	(4)	(131)	(62)	(135)	(67)
Impairment loss on goodwill	商譽減值虧損	-	-	-	-	(256,585)	-	(256,585)	-
Legal and professional fees	法律及專業費用	-	-	-	(5)	(1,582)	(74)	(1,582)	(79)

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. SEGMENT REPORTING (continued)

(b) Geographical segments

The following table sets out information about the geographical location of the Group's revenue from external customers. The geographical location of customers is based on the location at which the services were provided or the goods delivered.

		Three months ended 31 March 截至三月三十一日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Revenue from external customers	外界客戶收入		
Hong Kong	香港	674	884

下表載列有關本集團來自外界客戶收入的地區資料。客戶的地理位置是根據提供服務或交付貨品的位置釐定。

10. RESERVES

The amounts of the Group's reserves and the movements therein for the Period and the same period of previous year are presented in the unaudited condensed consolidated statement of changes in equity in the financial statements.

11. DIVIDENDS

The Board does not recommend the payment of any dividend in respect of the Period (2012: Nil).

12. INVESTMENT IN A CONVERTIBLE NOTE

The Group subscribed a convertible note in the principal amount of HK\$3,500,000 issued by Capital VC Limited (a company listed on the main board of the Stock Exchange (stock code: 2324)) during the Period. The convertible note is designated as at fair value through profit or loss as it contains embedded derivatives.

The movements of the convertible note are as follows:

		At 31 March 2013 於二零一三年 三月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)
Nominal value of convertible note	可換股票據面值	3,500
Fair value gains on financial assets at fair value through profit or loss (Note)	透過損益以公平價值列賬的 金融資產公平價值收益(附註)	430
Fair value of convertible note	可換股票據公平價值	3,930

Note: Gain on fair value changes in convertible note was directly recognized in unaudited condensed consolidated statement of income during the Period.

9. 分部報告(續)

(b) 地區資料

下表載列有關本集團來自外界客戶收入的地區資料。客戶的地理位置是根據提供服務或交付貨品的位置釐定。

10. 儲備

本集團於本期間及去年同期的儲備金額及相應變動於財務報表的未經審核簡明綜合權益變動表列報。

11. 股息

董事會不建議就本期間派付任何股息(二零一二年: 無)。

12. 投資於可換股票據

於本期間內, 本集團認購聯交所主板上市公司首都創投有限公司(股份代號: 2324)所發行本金額為3,500,000港元的可換股票據。由於可換股票據包含內含衍生工具, 故指定為透過損益以公平價值列賬。

可換股票據變動如下:

附註: 於本期間內, 可換股票據公平價值變動收益直接於未經審核簡明綜合收益表確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12. INVESTMENT IN A CONVERTIBLE NOTE (continued)

The fair value of convertible note was revalued as at 31 March 2013 based on valuation by an independent valuer, Ascent Partners Valuation Service Limited, determined using the Binomial Model. The significant inputs to the model were as follows:

Share price of underlying shares (HK\$)	相關股份的股價(港元)
Conversion price (HK\$)	兌換價(港元)
Expected volatility (%)	預期波幅(%)
Expected life (years)	預計年期(年)
Risk-free rate (%)	無風險利率(%)
Expected dividend yield (%)	預期股息收益率(%)

12. 投資於可換股票據(續)

於二零一三年三月三十一日的可換股票據公平價值已根據獨立估值師艾升評值諮詢有限公司的估值重估，並使用二項式模式釐定。模式的主要輸入數據如下：

At 31 March 2013 於二零一三年 三月三十一日
0.0760
0.10
64.4254
0.9889
0.1387
0.00

13. ACQUISITION OF SUBSIDIARIES

On 31 March 2013, the Group completed the acquisition of 50.5% of the entire issued share capital of Apperience Corporation ("Acquisition") at the maximum consideration ("Consideration") payable by the Company to the vendors of the acquisition of HK\$548,985,500 (subject to adjustment). The Consideration of HK\$548,985,500 (subject to adjustment) had been satisfied partly by the creation and issue of convertible notes in the principal amount of HK\$392,132,500 and shall be satisfied partly by the allotment and issue of additional shares of the Company ("Performance Shares") at the issue price of HK\$0.108 per Performance Share to the vendors, the maximum number of which shall be 1,452,342,588 (subject to adjustment). The details of the Acquisition are set out in the Company's announcements dated 5 December 2012 ("First Announcement"), 12 March 2013 and 1 April 2013 and the Company's circular dated 23 February 2013 ("Circular").

The estimated fair value of the identifiable net assets acquired and goodwill arising on Acquisition as at the date of completion is as follows:

13. 收購附屬公司

於二零一三年三月三十一日，本集團完成收購Apperience Corporation的50.5%全部已發行股本(「收購事項」)，本公司應付收購事項賣方的最高代價(「代價」)為548,985,500港元(可予調整)。代價548,985,500港元(可予調整)部分以增設及發行本金額為392,132,500港元的可換股票據償付，以及部分以按每股表現股份0.108港元的發行價向賣方配發及發行本公司的額外股份(「表現股份」)償付，數目上限為1,452,342,588股(可予調整)。有關收購事項的詳情載於本公司日期為二零一二年十二月五日的公告(「第一份公告」)、二零一三年三月十二日的公告及二零一三年四月一日的公告以及本公司日期為二零一三年二月二十三日的通函(「通函」)。

於完成日期，所收購可供識別資產淨值的估計公平價值及收購事項產生的商譽如下：

	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Carrying amount of identifiable net assets	可供識別資產淨值賬面值	30,948
Fair value adjustment on intangible assets	無形資產公平價值調整	31,782
Deferred tax liabilities arising from the fair value adjustment	公平價值調整產生的遞延稅項負債	(7,945)
		54,785
Less: Non-controlling interests of 49.5% equity interest in the Apperience Group	減：Apperience集團49.5%股權的非控股權益	(27,119)
Fair value of identifiable net assets of the Apperience Group acquired	所收購Apperience集團可供識別資產淨值公平價值	27,666
Goodwill	商譽	756,970
Fair value of purchase consideration	購買代價公平價值	784,636
Fair value of the purchase consideration:	購買代價公平價值：	
— issue of convertible notes	— 發行可換股票據	
Debt component	負債部分	282,160
Equity component	權益部分	325,290
— issue of performance shares	— 發行表現股份	177,186
		784,636

The above estimated figures in relation to the acquisition of Apperience Group are based on the Company's preliminary estimates, which have not been audited.

上述有關收購Apperience集團的估計數字乃根據本公司的初步估計為基準，有關估計未經審核。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13. ACQUISITION OF SUBSIDIARIES (continued)

13. 收購附屬公司(續)

Goodwill

商譽

		HK\$'000 千港元 (Unaudited) (未經審核)
Cost:	成本：	
Arising on acquisition of subsidiaries and at 31 March 2013	收購附屬公司時產生及於二零一三年三月三十一日	756,970
Impairment losses:	減值虧損：	
Impairment loss recognized for the Period and at 31 March 2013	本期間已確認減值虧損及於二零一三年三月三十一日	256,585
Carrying value	賬面值	
At 31 March 2013	於二零一三年三月三十一日	500,385

Goodwill acquired in business combination is allocated, at acquisition, to the cash generating units ("CGUs") that are expected to benefit from that business combination.

業務合併所收購商譽乃於收購時分配至預期受惠於有關業務合併的現金產出單元(「現金產出單元」)。

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and budgeted gross margin and turnover during the period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on long-term average economic growth rate of the geographical area in which the business of the CGUs operates. Budgeted gross margin and turnover are based on past practices and expectations on market development.

現金產出單元的可收回金額乃經計算其使用價值而釐定。用於計算使用價值的關鍵假設乃與本期間的貼現率、增長率以及預計毛利率及營業額有關。本集團採用除稅前比率估計貼現率，該除稅前比率反映現金產出單元的貨幣時值及特定風險的現行市場評估。增長率乃根據現金產出單元經營業務所在地區的長期平均經濟增長率計算。預計毛利率及營業額乃根據過往慣例及市場發展預期計算。

The Group prepares cash flow forecasts derived from the most recent financial budgets for the next five years with the residual period using the growth rate of 2%. This rate does not exceed the average long-term growth rate for the relevant markets. The rate used to discount the forecast flows is 18.74%

本集團編製的現金流量預測，乃源自未來五年及剩餘期間的增長率為2%的最近期財務預算。該增長率不超過有關市場的平均長期增長率。用於貼現預測流量的比率為18.74%。

At 31 March 2013, before impairment testing, goodwill of approximately HK\$756,970,000 were allocated to the Apperience Group. As disclosed in the Circular, the fair value of the Consideration (which will be settled by securities and convertible securities of the Company) as at the valuation date of 30 September 2012 was approximately HK\$595,380,000. The market price of shares of the Company has increased since the First Announcement and up to 31 March 2013 (being the date of completion of the Acquisition ("Completion Date")). Based on draft valuation reports, the estimated fair value of the Consideration of approximately HK\$784,636,000 at the Completion Date has increased as a result of such increase in the market price of Shares of the Company, which in turn has resulted in a substantial amount of goodwill in connection with the Acquisition. The impairments of goodwill in relation to the Acquisition are largely due to the increase in the fair value of the Consideration mentioned above. The goodwill allocated to the Apperience Group have therefore been reduced to its estimated recoverable amount through recognition of an impairment loss against goodwill of approximately HK\$256,585,000 during the Period. The impairments of goodwill are non-cash adjustments and will not affect the working capital sufficiency of the Group.

於二零一三年三月三十一日，進行減值測試前，商譽約756,970,000港元已分配予Apperience集團。誠如通函所披露，於估值日期二零一二年九月三十日，將以本公司證券及可換股證券償付的代價公平價值約為595,380,000港元。本公司股份市價自第一份公告起至二零一三年三月三十一日(即收購事項完成日期(「完成日期」))上升。根據估值報告初稿，於完成日期的估計代價公平價值約784,636,000港元因本公司股份市價上升而有所增加，以致收購事項錄得大額商譽。有關收購事項之商譽減值主要由於上述代價的公平價值增加。因此，透過於本期間內確認商譽減值虧損約256,585,000港元，分配予Apperience集團的商譽已減至其估計可收回金額。商譽減值乃非現金調整，故將不會對本集團之營運資金充裕度構成影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. SHARE CAPITAL

14. 股本

		Nominal value per share HK\$ 每股面值 港元	Number of shares 股份數目	HK\$ 港元
Authorised:				
At 1 January 2013	法定： 於二零一三年一月一日	0.10	4,000,000,000	400,000,000
Increase in authorised capital (a)	增加法定股本 (a)	0.10	4,000,000,000	400,000,000
At 31 March 2013	於二零一三年三月三十一日		8,000,000,000	800,000,000
Issued and fully paid:				
At 1 January 2013	已發行及繳足： 於二零一三年一月一日	0.10	1,248,894,324	124,889,432
Shares issued on conversion of convertible notes (b)	兌換可換股票據時發行股份 (b)	0.10	200,000,000	20,000,000
At 31 March 2013	於二零一三年三月三十一日		1,448,894,324	144,889,432

(a) By an ordinary resolution of the shareholders passed at an extraordinary general meeting of the Company held on 12 March 2013, the authorised share capital of the Company was increased from HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each to HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each by the creation of an additional 4,000,000,000 shares of the Company. The details of increase in authorized share capital of the Company are contained in the Company's Circular dated 23 February 2013 and Company's announcement dated 12 March 2013.

(b) On 14 November 2012, the Company issued convertible notes with principal amount of HK\$20,000,000. The noteholder has the right to convert the convertible notes into ordinary shares of the Company at an initial conversion price of HK\$0.10 per ordinary share (subject to adjustment). On 25 March 2013, the Company issued a total of 200,000,000 conversion shares to the noteholder at the conversion price of HK\$0.10 per conversion share pursuant to the exercise of the conversion right attached to the convertible notes by the noteholder. The details of the conversion shares are contained in the Company's announcements dated 28 September 2012, 14 November 2012 and 19 March 2013.

(a) 根據股東於二零一三年三月十二日舉行的本公司股東特別大會上通過的普通決議案，透過增設額外4,000,000,000股本公司股份，將本公司的法定股本由400,000,000港元（分為4,000,000,000股每股面值0.10港元的股份）增加至800,000,000港元（分為8,000,000,000股每股面值0.10港元的股份）。有關增加本公司法定股本的詳情載於本公司日期為二零一三年二月二十三日的通函及本公司日期為二零一三年三月十二日的公告。

(b) 於二零一二年十一月十四日，本公司發行本金額為20,000,000港元的可換股票據。票據持有人有權按初步兌換價每股普通股0.10港元（可予調整）將可換股票據轉換為本公司普通股。於二零一三年三月二十五日，根據票據持有人行使可換股票據所附兌換權，本公司按每股兌換股份0.10港元的兌換價向票據持有人發行合共200,000,000股兌換股份。有關兌換股份的詳情載於本公司日期為二零一二年九月二十八日、二零一二年十一月十四日及二零一三年三月十九日的公告。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15. RELATED PARTY TRANSACTIONS

During the Period, the Group entered into the following transactions with related party:

Name of related party 關聯方名稱	Nature of transactions 交易性質
--------------------------------	--------------------------------

KanHan Technologies 看漢科技	Sales of website development, electronic leaning products and services 銷售網站開發、電子學習產品及服務
KanHan Technologies 看漢科技	Income from provision of business centre services 提供商務中心服務所得收入

Note:

The above transactions were entered into with KanHan Technologies Limited ("KanHan Technologies"), a Hong Kong company which was previously the shareholder of the entire equity interests of KanHan Educational Services Limited ("KanHan EDU"). Mr. Mo Wai Ming, Lawrence is also a common director for both KanHan Technologies and KanHan EDU.

The Group's wholly owned subsidiary, KanHan EDU, entered into a supply agreement and a business centre service agreement with KanHan Technologies on 19 November 2010 for the sales of website development, electronic learning products and services, and provide business centre services respectively for the term of 3 years. The annual sales cap and service charge during the term of the supply agreement and business centre service agreement shall not exceed HK\$1,000,000 and HK\$300,000 respectively. Details of the transaction are set out in the Company's announcement dated 19 November 2010.

16. EVENTS AFTER THE REPORTING PERIOD

Conversion of convertible notes

On 15 November 2012, the Company entered into a conditional sale and purchase agreement to purchase 50.5% of the entire issued share capital of Apperience Corporation. On 11 December 2012, the Company entered into a supplemental agreement in relation thereto. The maximum aggregate amount of the consideration payable by the Company is HK\$548,985,500 (subject to adjustment) which would be satisfied partly by the creation and issue of Convertible Notes and (where applicable) partly by the allotment and issue of the Performance Shares by the Company. Completion of the Acquisition took place on 31 March 2013. The convertible notes in the aggregate principal amount of HK\$392,132,500 were issued to the vendors of the acquisition. On 10 April 2013, the Company issued a total of 592,592,591 conversion shares to converting noteholders at a conversion price of HK\$0.108 per conversion share pursuant to the exercise of the conversion rights attached to the convertible notes in the aggregate principal amount of HK\$64,000,000 by certain converting noteholders. Details of the transaction are set out in the Company's announcements dated 5 December 2012, 12 March 2013, 1 April 2013, 2 April 2013 and the Company's Circular dated 23 February 2013.

15. 關聯方交易

於本期間內，本集團曾與關聯方進行以下交易：

Three months ended
31 March
截至三月三十一日止三個月

2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
—	253
60	60

附註：

上述交易乃與看漢科技有限公司(「看漢科技」)訂立。看漢科技為香港公司，以往為持有看漢教育服務有限公司(「看漢教育」)全部股本權益的股東，而巫偉明先生亦為看漢科技及看漢教育的共同董事。

本集團全資附屬公司看漢教育於二零一零年十一月十九日與看漢科技訂立供應協議及商務中心服務協議，以分別銷售網站開發、電子學習產品及服務以及提供商務中心服務，為期三年。供應協議及商務中心服務協議期內年度銷售限額及服務收費，分別不得超過1,000,000港元及300,000港元。有關交易詳情載於本公司日期為二零一零年十一月十九日的公告。

16. 報告期後事項

兌換可換股票據

於二零一二年十一月十五日，本公司訂立有條件買賣協議，以購買Apperience Corporation全部已發行股本50.5%。於二零一二年十二月十一日，本公司就此訂立補充協議。本公司應付的總代價最多為548,985,500港元(可予調整)，部分以本公司增設及發行可換股票據以及部分以配發及發行表現股份(如適用)償付。收購事項於二零一三年三月三十一日完成。本金總額為392,132,500港元的可換股票據已發行予收購事項賣方。於二零一三年四月十日，根據若干進行兌換的票據持有人行使本金總額為64,000,000港元之可換股票據所附兌換權，本公司按每股兌換股份0.108港元的兌換價向進行兌換的票據持有人發行合共592,592,591股兌換股份。有關交易詳情載於本公司日期為二零一二年十二月五日、二零一三年三月十二日、二零一三年四月一日及二零一三年四月二日的公告以及本公司日期為二零一三年二月二十三日的通函。

Management Discussions and Analysis

管理層討論及分析

BUSINESS REVIEW

Software and Mobile Applications business

Very substantial acquisition

On 31 March 2013, the Group has completed the very substantial acquisition ("VSA") of 50.5% of the entire issued share capital of Apperience Corporation, whose certain of existing shareholders include IDG-Accel China Growth Fund II L.P. ("IDG-Accel"), IDG-Accel China Investors II L.P. ("IDG-Accel Investors") and THL A1 Limited ("THL"). THL is a subsidiary of Tencent Holdings Limited (stock code: 700), the issued shares of which are listed on the Main Board of the Stock Exchange. The maximum aggregate amount of the consideration payable by the Group to the vendors is HK\$548,985,500, subject to adjustment.

Apperience Corporation is principally engaged in the research, development, and distribution of software for personal computer performance and security and mobile applications. Its major product, Advanced SystemCare, which is a system utility software which helps users to protect their personal computers from spyware and virus, detect and solve issues regarding computer security and performance, had been upgraded to the latest version 6 in late 2012. Currently, Advanced SystemCare has accumulated over 900,000 paid subscribers worldwide with over 8,000,000 free and paid active users as at 31 March 2013. The Apperience Group also derives income from toolbar advertisements.

E-learning Business

Turnover of the e-learning business for the Period amounted to HK\$674,000, showing a decrease of 23.8% from the corresponding period in the last year to approximately HK\$884,000.

The segment result recorded a loss of approximately HK\$578,000 (2012: Profit of approximately HK\$561,000). The reason for the loss was mainly due to drop in turnover and an increase in the amortization of intangible assets.

FINANCIAL REVIEW

Turnover

For the Period under review, the turnover of the Group from its continuing operations was approximately HK\$674,000, representing a decrease of approximately 23.8% compared to the turnover for the three months period ended 31 March 2012 of approximately HK\$884,000. The turnover for the Period was mainly contributed by the E-learning business.

Gross profit

The gross profit of the Group for the Period from its continuing operations decreased by 40.9% to approximately HK\$484,000.

業務回顧

軟件及流動應用程式業務

非常重大收購

於二零一三年三月三十一日，本集團完成收購 Apperience Corporation 全部已發行股本 50.5% 的非常重大收購（「非常重大收購」），其若干現有股東包括 IDG-Accel China Growth Fund II L.P.（「IDG-Accel」）、IDG-Accel China Investors II L.P.（「IDG-Accel Investors」）及 THL A1 Limited（「THL」）。THL 為騰訊控股有限公司（股份代號：700）的附屬公司，該公司已發行股份於聯交所主板上市。本集團須向賣方支付的代價總金額最多達 548,985,500 港元（可予調整）。

Apperience Corporation 主要業務為研發及分銷有關個人電腦性能及安全的軟件以及流動應用程式。其主要產品 Advanced SystemCare 可協助用家保護其個人電腦免受間諜軟件及病毒入侵、偵測及解決涉及電腦安全及性能問題的系統實用軟件，並已於二零一二年底升級到最新第 6 版。目前，Advanced SystemCare 全球已累積超過 900,000 名付費用戶，並於二零一三年三月三十一日擁有超過 8,000,000 名免費及付費活躍用戶。Apperience 集團亦從工具欄廣告賺取收入。

電子學習業務

於本期間內，電子學習業務錄得營業額 674,000 港元，較去年同期約 884,000 港元減少 23.8%。

分部業績錄得虧損約 578,000 港元（二零一二年：溢利約 561,000 港元），錄得虧損主要由於營業額下跌及無形資產攤銷增加。

財務回顧

營業額

於本期間內，本集團來自持續經營業務的營業額約為 674,000 港元，較截至二零一二年三月三十一日止三個月期間的營業額約 884,000 港元減少約 23.8%。本期間營業額主要來自電子學習業務。

毛利

於本期間內，本集團來自持續經營業務的毛利減少 40.9% 至約 484,000 港元。

Management Discussions and Analysis

管理層討論及分析

Loss for the Period

The loss attributable to the equity shareholders of the Company for the Period was approximately HK\$262,546,000 compared to the loss attributable to equity shareholders of the Company was approximately HK\$1,277,000 for the three months period ended 31 March 2012. The main reason for the increase in loss was mainly due to the impairment loss on goodwill of approximately HK\$256,585,000.

Liquidity, financial resources and capital structure

As at 31 March 2013, the Group's cash and cash equivalents amounted to approximately HK\$174,241,000 (2012: HK\$127,076,000), which were principally denominated in Renminbi, United States dollar and Hong Kong dollar (2012: Renminbi and Hong Kong dollar).

The Group generally finances its operation using internally generated resources and proceeds raised from issue of convertible notes in the year 2012.

On 14 November 2012, the Company issued convertible notes with principal amount of HK\$20,000,000 as alternative financing instruments. The notes bear interest at 2% per annum, are unsecured and have a maturity date on 13 November 2013. The noteholder has the right to convert the convertible notes into ordinary shares of the Company at conversion price of HK\$0.10 per ordinary share up to 9 November 2013. On 25 March 2013, the Company issued a total of 200,000,000 conversion shares to the noteholder at the conversion price of HK\$0.10 per conversion share. The details of the issued convertible notes are set out in the Company's announcements dated 28 September 2012, 14 November 2012 and 19 March 2013 and note 12 to these unaudited consolidated financial statements.

On 31 March 2013, upon the completion of the VSA, the Company issued convertible notes in the aggregate principal amount of HK\$392,132,500 at the initial conversion price of HK\$0.108 per conversion share (subject to adjustment) to vendors of the VSA. A summary of the principal terms of the Convertible Notes is set out in the Company's Circular dated 23 February 2013.

On 12 March 2013, an ordinary resolution relating to the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each to HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each by the creation of an additional 4,000,000,000 shares of the Company was approved by the shareholders of the Company in an extraordinary general meeting. As at the date of this report, the authorised share capital of the Company is HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each.

As at the date of this report, the issued share capital of the Company was HK\$204,148,691.50 divided into 2,041,486,915 ordinary shares of HK\$0.10 each.

本期間虧損

於本期間內，本公司權益股東應佔虧損約為262,546,000港元，而截至二零一二年三月三十一日止三個月期間的本公司權益股東應佔虧損則約為1,277,000港元。虧損增加主要由於商譽出現減值虧損約256,585,000港元。

流動資金、財務資源及資本架構

於二零一三年三月三十一日，本集團的現金及現金等價物約為174,241,000港元(二零一二年：127,076,000港元)，主要以人民幣、美元及港元(二零一二年：人民幣及港元)列值。

本集團一般採用內部產生資源及二零一二年度發行可換股票據所籌集所得款項為業務營運提供資金。

於二零一二年十一月十四日，本公司發行本金額為20,000,000港元的可換股票據作為另一融資工具。該等票據按年利率2厘計息且為無抵押，而到期日為二零一三年十一月十三日。票據持有人有權按每股普通股0.10港元的兌換價將可換股票據轉換為本公司普通股，直至二零一三年十一月九日為止。於二零一三年三月二十五日，本公司向票據持有人發行合共200,000,000股兌換股份，兌換價為每股兌換股份0.10港元。有關已發行可換股票據的詳情載於本公司日期為二零一二年九月二十八日、二零一二年十一月十四日及二零一三年三月十九日的公告以及未經審核綜合財務報表附註12。

於二零一三年三月三十一日，完成非常重大收購後，本公司向非常重大收購賣方發行本金總額為392,132,500港元的可換股票據，初步兌換價為每股兌換股份0.108港元(可予調整)。可換股票據的主要條款概要載於本公司日期為二零一三年二月二十三日的通函。

於二零一三年三月十二日，本公司股東於股東特別大會上批准一項普通決議案，內容有關透過增設額外4,000,000,000股本公司股份，將本公司的法定股本由400,000,000港元(分為4,000,000,000股每股面值0.10港元的股份)增加至800,000,000港元(分為8,000,000,000股每股面值0.10港元的股份)。於本報告日期，本公司的法定股本為800,000,000港元(分為8,000,000,000股每股面值0.10港元的股份)。

於本報告日期，本公司已發行股本為204,148,691.50港元，分為2,041,486,915股每股面值0.10港元的普通股。

Management Discussions and Analysis

管理層討論及分析

Gearing ratio

As at 31 March 2013, the total assets of the Group were approximately HK\$763,006,000 (2012: HK\$163,897,000), whereas the total liabilities were approximately HK\$519,509,000 (2012: HK\$6,777,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 68.1% (2012: 4.1%).

Interim dividend

The Directors do not recommend to pay any interim dividend for the three months ended 31 March 2013 (2012: HK\$nil).

Pledge of assets

On 13 February 2012, the Company's indirect wholly-owned subsidiary, Five Stars Development Limited (formerly known as Elipva (Greater China) Holdings Limited), purchased a property in Hong Kong at a consideration of HK\$6,500,000 and took out a bank loan in the principal amount of HK\$3,250,000, denominated in Hong Kong dollar, at the interest rate of 2% below prime rate per annum, and payable in 180 monthly instalments each inclusive of interest, commencing one month after drawdown and due in February 2027. The bank loan plus interests and other charges are guaranteed by the Company. As at 31 March 2013, the carrying value of the property was approximately HK\$6,537,000.

Continuing connected transactions

During the Period, the Group had the following continuing connected transactions.

On 19 November 2010, KanHan EDU, and indirect wholly owned subsidiary of the Company entered into a supply agreement and a business centre service agreement with KanHan Technologies, being a connected person of the Company within the meanings of the GEM Listing Rules since KanHan Technologies was previously the shareholder of the entire equity interest of KanHan EDU. As at the date of this report, Mr. Mo Wai Ming, Lawrence is also a common director for both KanHan Technologies and KanHan EDU.

During the Period, the Group provided website development, electronic learning products and services, and the business centre services to KanHan Technologies, which the amount were approximately HK\$0 (2012: HK\$253,000) and HK\$60,000 (2012: HK\$60,000) respectively.

The details of the supply agreement and the business centre service agreement and the relevant continuing connected transactions are contained in the note 14 to the unaudited consolidated financial statements and the announcements of the Company dated 19 November 2010 and 3 July 2012 respectively.

資產負債比率

於二零一三年三月三十一日，本集團的資產總值約為763,006,000港元(二零一二年：163,897,000港元)，而負債總額則約為519,509,000港元(二零一二年：6,777,000港元)。本集團的資產負債比率(即負債總額與資產總值的比例)為68.1%(二零一二年：4.1%)。

中期股息

董事不建議就截至二零一三年三月三十一日止三個月派付任何中期股息(二零一二年：零港元)。

資產抵押

於二零一二年二月十三日，本公司間接全資附屬公司Five Stars Development Limited(前稱艾華(大中華)股份有限公司)以代價6,500,000港元購買位於香港的物業，並取得本金額為3,250,000港元以港元列值的銀行貸款，按優惠利率減年利率2厘計息，並分180個月分期償還(每期包括利息)，自提取起計一個月開始至二零一七年二月到期。銀行貸款另加利息及其他費用由本公司擔保。於二零一三年三月三十一日，該物業賬面值約為6,537,000港元。

持續關連交易

於本期間內，本集團曾進行以下持續關連交易。

於二零一零年十一月十九日，本公司間接全資附屬公司看漢教育與看漢科技訂立供應協議及商務中心服務協議。由於看漢科技以往為持有看漢教育全部股本權益的股東，故屬《創業板上市規則》所界定本公司的關連人士。於本報告日期，巫偉明先生亦為看漢科技及看漢教育的共同董事。

於本期間內，本集團向看漢科技提供網站開發、電子學習產品及服務以及商務中心服務，涉及金額分別約為零港元(二零一二年：253,000港元)及60,000港元(二零一二年：60,000港元)。

有關供應協議及商務中心服務協議以及相關持續關連交易的詳情，分別載於未經審核綜合財務報表附註14以及本公司日期為二零一零年十一月十九日及二零一二年七月三日的公告。

Management Discussions and Analysis

管理層討論及分析

Foreign exchange exposure

During the Period, the business activities of the Group were mainly denominated in Hong Kong dollars and Renminbi.

Following the completion of the acquisition of Apperience Corporation, United States dollars will also become the main currencies transacted by the Group. Since Hong Kong dollars remain pegged to the United States dollars within a defined range, the Group is not exposed to any significant foreign exchange risk against the United States dollars and has not entered into any foreign exchange contract as hedging measures. The Directors did not consider the Group was significantly exposed to any foreign currency exchange risk.

Notwithstanding the above, the Group manages its foreign currency risk against other currencies by closely monitoring the movement of the foreign currency rates and may use hedging derivative, such as foreign currency forward contract, to manage its foreign currency risk as appropriate.

Significant investment

Subscription of the convertible bonds

On 21 March 2013, the Company signed the placing letter with the sub-placing agent in respect of the placement of the 2014 due 10% coupon convertible bonds in the principal amount of HK\$3,500,000 issued by Capital VC Limited, whose shares are listed on the Main Board of the Stock Exchange. The completion of the placement took place on 27 March 2013. As at the date of this report, none of the convertible bonds have been converted by the Company. Details of the transaction are set out in the Company's announcement dated 21 March 2013.

Material acquisitions and disposals

Apart from the VSA and significant investment disclosed above, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 31 March 2013, the Group had approximately 54 employees (2012: 32 employees) in Hong Kong and the PRC. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are engaged. On 24 December 2007, the share option scheme ("Share Option Scheme") was approved by shareholders of the Company in an extraordinary general meeting. The Share Option Scheme is to enable the Company to grant option to either Directors or employees of the Group in order to recognise and motivate their contribution, to provide incentives and to help the Group in retaining its existing employees and recruiting additional quality employees so as to provide them with a direct economic interest in attaining the long term business objectives of the Group. No options were granted under the Share Option Scheme during the Period. As at 31 March 2013, there were options to subscribe for 6,200,000 shares of the Company outstanding under the Share Option Scheme.

外匯風險

於本期間內，本集團的業務活動主要以港元及人民幣列值。

於完成收購Apperience Corporation後，美元亦將成為本集團的主要交易貨幣。由於港元及美元仍在既定範圍內掛鈎，故本集團並無承受任何重大美元外匯風險，亦無訂立任何外匯合約作為對沖措施。董事認為，本集團並無承受任何重大外匯風險。

除上文所述者外，本集團透過密切監察外幣匯率走勢管理對其他貨幣的外幣風險，並可能利用對沖衍生工具，例如外匯遠期合約（倘適合）管理其外幣風險。

重大投資

認購可換股債券

於二零一三年三月三十一日，本集團與分配代理簽署配售函件，內容有關配售首都創投有限公司（其股份於聯交所主板上市）所發行於二零一四年到期、票息率為10%及本金額為3,500,000港元的可換股債券。配售於二零一三年三月二十七日完成。於本報告日期，本公司並無兌換任何可換股債券。有關交易詳情載於本公司日期為二零一三年三月二十一日的公告。

重大收購及出售

除上文所披露非常重大收購及重大投資外，於本期間內，本集團並無任何重大收購或出售事項。

僱員及薪酬政策

於二零一三年三月三十一日，本集團於香港及中國聘用約54名（二零一二年：32名）僱員。本集團根據市場慣例、公司表現、個人資歷及表現以及聘用僱員所在司法權區的法例規定，定期檢討並釐定薪酬政策。於二零零七年十二月二十四日，本公司股東在股東特別大會上批准購股權計劃（「購股權計劃」）。購股權計劃旨在讓本公司向董事或本集團僱員授出購股權，以表揚及鼓勵彼等對本集團作出貢獻，以及獎勵及協助本集團留聘現有僱員及聘請額外優秀僱員，讓彼等直接分享參與本集團長期業務發展的經濟成果。於本期間內，概無根據購股權計劃授出購股權。於二零一三年三月三十一日，購股權計劃項下有購股權尚未行使，可認購6,200,000股本公司股份。

Management Discussions and Analysis

管理層討論及分析

Contingent liabilities

At 31 March 2013, the Company provided a corporate guarantee to Five Stars Development Limited (formerly known as Elipva (Greater China) Holdings Limited), a wholly-owned subsidiary of the Group, in relation to banking facilities to the extent of HK\$3,250,000 (2012: HK\$nil) of which HK\$3,064,000 (2012: HK\$nil) was utilized.

DEALINGS FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has relied on Rules 5.48 to 5.67 of the GEM Listing Rules as the required standard of dealings in respect to any dealings in the Company's securities by the Company's Directors. General and specific enquiries have been made to all Directors and they all confirmed they have complied with the said GEM Listing Rules during the Period.

OUTLOOK

Following the completion of the acquisition of Apperience Corporation, the Group will be able to diversify its business into the information technology field of personal computers and mobile applications, thus further improving the product mix of the Group. Looking forward, the Group will strive to focus and enhance its business development on the four major areas, including antivirus software, mobile applications, online games, and e-learning services by launching products with outstanding features.

The Group has a strong and solid financial position. In light of the gradual recovery of the financial markets, the Group will enhance its treasury function to utilise its surplus resources with an aim to maximizing the investment returns and managing its financial resources to bring more value to shareholders. To this end, the Group will consider various ways of increasing returns, including investments in local or global securities market and property investment. The Board will take a positive but prudent approach to perform treasury management.

Looking forward, the Group will continue to update its business plans while seeking for new investment opportunities, echoing its core in information technology sphere as to enhance the Group's profitability.

或然負債

於二零一三年三月三十一日，本公司就本集團全資附屬公司 Five Stars Development Limited (前稱艾華(大中華)股份有限公司)取得為數3,250,000港元(二零一二年：零港元)的銀行融資提供公司擔保，當中3,064,000港元(二零一二年：零港元)已動用。

董事進行證券交易

本公司以《創業板上市規則》第5.48條至第5.67條為本公司董事買賣任何本公司證券的交易必守標準。經向全體董事作出一般及特定查詢後，彼等均已確認於本期間內一直遵守上述《創業板上市規則》。

展望

完成收購 Apperience Corporation 後，本集團將其業務多元化發展至個人電腦及流動應用程式的資訊科技範疇，從而進一步加強本集團產品組合。展望未來，本集團將致力推出具備卓越特色的產品，主力發展及加強四大主要業務，包括防毒軟件、流動應用程式、網上遊戲及電子學習服務。

本集團財務狀況穩健。鑑於金融市場逐步復甦，本集團將加強其庫務職能以善用其流動資源，務求提高投資回報及管理其財務資源，從而為股東帶來更高價值。就此，本集團將考慮各種提高回報的途徑，包括投資於本地或全球證券市場以及物業投資。董事會將採取積極而審慎態度執行庫務管理。

展望未來，本集團將繼續更新其業務計劃，同時物色新投資機遇，配合其核心資訊科技業務，從而提高本集團盈利能力。

Other Information 其他資料

DIRECTORS' INTERESTS IN CONTRACT

None of the Directors had any interests in any contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, and which subsisted at the end of the Period or at any time during the Period.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS OR SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 March 2013, none of the Directors and 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 Securities and Futures Ordinance "SFO", Chapter 571 under the Laws of Hong Kong), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including any interests and short positions which they have taken or deemed to have taken under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

At no time during the Period was the Company or any of its subsidiaries a party to any arrangements to enable the Directors and chief executives, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

On 24 December 2007, this new share option scheme was approved by shareholders of the Company in an extraordinary general meeting. This scheme is to enable the Company to grant option to either Directors or employees and recruiting additional quality employees and to provide them with a direct economic interest in attaining the long term business objective of the Group.

On 19 May 2011, the Company has granted 6,200,000* share options to a consultant of the Company under the Scheme at the exercise price of HK\$0.116* per share.

董事於合約的權益

董事概無於本期間結算日或本期間內任何時間生效且與本集團業務有關而本公司或其任何附屬公司為訂約方及本公司董事擁有重大權益(不論直接或間接)的任何重大合約中擁有任何權益。

董事及行政總裁於本公司或任何相聯法團的股份、相關股份或債權證的權益或淡倉

於二零一三年三月三十一日，本公司董事及行政總裁於本公司或其任何相聯法團(定義見香港法例第571章證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中，概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例的該等規例擁有或被視作擁有的任何權益及淡倉)；或須根據證券及期貨條例第352條載入其所述登記冊內的權益或淡倉；或根據《創業板上市規則》第5.46條至第5.67條的規定須知會本公司及聯交所的權益或淡倉。

董事及行政總裁購買股份或債務證券的權利

於本期間內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使董事及行政總裁、彼等各自的配偶或18歲以下子女可藉著購入本公司或任何其他法團的股份或債券而獲利。

購股權計劃

於二零零七年十二月二十四日，本公司股東於股東特別大會批准新購股權計劃。該計劃旨在讓本公司可向董事或僱員授出購股權及聘請額外優秀僱員，讓彼等直接分享參與本集團長期業務發展的經濟成果。

於二零一一年五月十九日，本公司根據該計劃按行使價每股0.116港元*向本公司一名諮詢顧問授出6,200,000份*購股權。

Other Information 其他資料

SHARE OPTION SCHEME (continued)

購股權計劃(續)

Details of the movements in the share options granted under the Share Option Scheme during the Period are as follows:

根據購股權計劃授出的購股權於本期間內變動詳情如下：

Date of grant 授出日期	Exercise period 行使期	Exercise price per share 每股行使價 HK\$ 港元	Number of share options 購股權數目				Outstanding as at 31 March 2013 於二零一三年 三月三十一日 尚未行使 '000 千份
			Outstanding as at 1 January 2013 於二零一三年 一月一日 尚未行使 '000 千份	Granted during the Period 本期間授出	Exercised during the Period 本期間行使	Lapsed during the Period 本期間失效	
19 May 2011 二零一一年五月十九日	20 May 2011 to 19 May 2014 二零一一年五月二十日至 二零一四年五月十九日	0.116*	6,200*	-	-	-	6,200*

* After the adjustment for share consolidation dated 18 July 2011.

* 經日期為二零一一年七月十八日的股份合併調整。

The details of share options granted are set out in the Company's announcements dated 19 April 2011 and 19 May 2011 respectively. The details of share consolidation are set out in Company's announcements dated 13 June 2011, 15 June 2011, 24 June 2011, 15 July 2011 and 18 July 2011 respectively.

有關所授出購股權的詳情載於本公司日期分別為二零一一年四月十九日及二零一一年五月十九日的公告。有關股份合併的詳情載於本公司日期分別為二零一一年六月十三日、二零一一年六月十五日、二零一一年六月二十四日、二零一一年七月十五日及二零一一年七月十八日的公告。

INTERESTS DISCLOSEABLE UNDER THE SECURITIES AND FUTURES ORDINANCE (THE "SFO") AND SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS INTEREST IN SECURITIES

根據證券及期貨條例(「證券及期貨條例」)須予披露的權益以及主要股東及其他人士於證券的權益

Substantial shareholders

主要股東

As at 31 March 2013, the following persons (other than Directors or chief executive of the Company) had, or were deemed or taken to have interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

於二零一三年三月三十一日，除本公司董事或行政總裁外，以下人士於本公司股份或相關股份中，擁有或當作擁有或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉如下：

Other Information 其他資料

Long positions in the shares

於股份的好倉

Substantial shareholders	Capacity in which the shares are held	Number of shares	Approximate percentage of the Company's issued share capital Note (2) 佔本公司已發行股本概約百分比 附註(2)	Notes
主要股東	持有股份之身份	股份數目	附註(2)	附註
Wise Action Limited ("Wise Action") 智僑有限公司 (「智僑」)	Beneficial owner 實益擁有人	201,260,000	13.89%	(1)
Sino Network Group Limited ("Sino Network") Sino Network Group Limited (「Sino Network」)	Interest of a controlled corporation 受控法團權益	201,260,000	13.89%	(1)
Modern Education Group Limited ("Modern Education Group") 現代教育集團有限公司 (「現代教育集團」)	Interest of a controlled corporation 受控法團權益	201,260,000	13.89%	(1)
Speedy Harvest Investments Limited ("Speedy Harvest") Speedy Harvest Investments Limited (「Speedy Harvest」)	Interest of a controlled corporation 受控法團權益	201,260,000	13.89%	(1)
Mr. Ng Kam Lun Eric ("Mr. Ng") 吳錦倫先生 (「吳先生」)	Interest of a controlled corporation 受控法團權益	201,260,000	13.89%	(1)

Notes:

附註：

(1) Such information was based on the corporate substantial shareholder notice filed by Wise Action on 27 March 2013 and after making reasonable enquiries by the Directors.

Wise Action is wholly and beneficially owned by Sino Network. Sino Network is wholly owned by Modern Education Group. Modern Education Group is approximately 31.22% owned by Speedy Harvest and Speedy Harvest is wholly owned by Mr. Ng. Based on the said shareholding structure and to the best knowledge and information of the Directors, each of Modern Education Group and Sino Network was deemed to be interested in all the Shares held by Wise Action pursuant to Part XV of the SFO.

(2) The total number of the issued shares of the Company as at 31 March 2013 (that is, 1,448,894,324 Shares) has been used for the calculation of the approximate percentage.

(1) 有關資料乃根據智僑於二零一三年三月二十七日提交的公司主要股東通知並經董事作出合理查詢後作出。

智僑由Sino Network全資及實益擁有。Sino Network由現代教育集團全資擁有。Speedy Harvest持有現代教育集團約31.22%權益，而Speedy Harvest則由吳先生全資擁有。基於上述股權結構及據董事所深知及全悉，根據證券及期貨條例第XV部，現代教育集團及Sino Network各自被視為於智僑持有的所有股份中擁有權益。

(2) 以本公司於二零一三年三月三十一日的已發行股份總數1,448,894,324股股份計算概約百分比。

Other Information 其他資料

Long positions in the underlying shares

於相關股份的好倉

Substantial shareholders	Capacity in which the underlying shares are held	Number of underlying shares	Approximate percentage of the Company's issued share capital <i>Note (15)</i> 佔本公司已發行股本概約百分比 <i>附註(15)</i>	Notes
主要股東	持有相關股份之身份	相關股份數目	<i>附註(15)</i>	<i>附註</i>
Access Magic Limited ("Access Magic")	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(1)
Access Magic Limited (「Access Magic」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
Dong Yuguo ("Mr. Dong")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(1), (2)
董雨果(「董先生」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			
Ace Source International Limited (“Ace Source”)	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(3)
Ace Source International Limited(「Ace Source」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
Xue Qiushi ("Mr. Xue")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(3), (4)
薛秋實(「薛先生」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			
Wealthy Hope Limited ("Wealthy Hope")	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(5)
Wealthy Hope Limited (「Wealthy Hope」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
Chen Liang ("Mr. Chen")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(5), (6)
陳亮(「陳先生」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			

Other Information 其他資料

Substantial shareholders	Capacity in which the underlying shares are held	Number of underlying shares	Approximate percentage of the Company's issued share capital <i>Note (15)</i> 佔本公司已發行股本概約百分比 <i>附註(15)</i>	Notes
主要股東	持有相關股份之身份	相關股份數目	<i>附註(15)</i>	<i>附註</i>
Well Peace Global Limited ("Well Peace")	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(7)
Well Peace Global Limited (「Well Peace」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
Lian Ming ("Mr. Lian")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(7), (8)
連銘(「連先生」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			
IDG-Accel China Growth Fund II L.P. (「IDG-Accel」)	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(9)
IDG-Accel China Growth Fund II L.P. (「IDG-Accel」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
IDG-Accel China Investors II L.P. (「IDG-Accel Investors」)	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(10)
IDG-Accel China Investors II L.P. (「IDG-Accel Investors」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
IDG-Accel China Growth Fund II Associates L.P. ("IDG-Accel II Associates")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(9), (12)
IDG-Accel China Growth Fund II Associates L.P. (「IDG-Accel II Associates」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			
IDG-Accel China Growth Fund GP II Associates Ltd. ("IDG-Accel GP II")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(9), (10), (11), (12)
IDG-Accel China Growth Fund GP II Associates Ltd. (「IDG-Accel GP II」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			
Zhou Quan ("Mr. Zhou")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(9), (10), (11), (12)
Zhou Quan (「Zhou先生」)	受控法團權益與根據證券及期貨條例第317及318條視作擁有權益			

Other Information 其他資料

Substantial shareholders	Capacity in which the underlying shares are held	Number of underlying shares	Approximate percentage of the Company's issued share capital <i>Note (15)</i> 佔本公司已發行股本概約百分比 <i>附註(15)</i>	<i>Notes</i> <i>附註</i>
主要股東	持有相關股份之身份	相關股份數目		
Ho Chi Sing ("Mr. Ho")	Interest of a controlled corporation and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(9), (10), (11), (12)
Ho Chi Sing (「Ho先生」)	受控法團權益根據證券及期貨條例第317及318條視作擁有權益			
THL A1 Limited ("THL")	Beneficial owner and interests deemed under sections 317 and 318 of the SFO	5,083,199,066	350.83%	(13)
THL A1 Limited (「THL」)	實益擁有人與根據證券及期貨條例第317及318條視作擁有權益			
Tencent Holdings Limited ("Tencent") 騰訊控股有限公司 (「騰訊」)	Interest of a controlled corporation 受控法團權益	5,083,199,066	350.83%	(13), (14)
MIH TC Holdings Limited ("MIH TC Holdings") MIH TC Holdings Limited (「MIH TC Holdings」)	Interest of a controlled corporation 受控法團權益	5,083,199,066	350.83%	(13), (14)
MIH (Mauritius) Limited ("MIH Mauritius") MIH (Mauritius) Limited (「MIH Mauritius」)	Interest of a controlled corporation 受控法團權益	5,083,199,066	350.83%	(13), (14)
MIH Holdings Limited ("MIH Holdings") MIH Holdings Limited (「MIH Holdings」)	Interest of a controlled corporation 受控法團權益	5,083,199,066	350.83%	(13), (14)
Naspers Limited ("Naspers") Naspers Limited (「Naspers」)	Interest of a controlled corporation 受控法團權益	5,083,199,066	350.83%	(13), (14)

Other Information 其他資料

Notes:

- (1) As at 31 March 2013, Access Magic was interested, in the capacity as the beneficial owner, in 1,003,067,671 shares, being the maximum number of new shares ("Conversion Shares") in the Company to be allotted and issued upon the exercise of the conversion rights ("Conversion Rights") attaching to the zero coupon Convertible Notes in the principal amount of up to HK\$392,132,500 at the initial conversion price of HK\$0.108 ("Conversion Price") and new shares ("Performance Shares") in the Company to be allotted and issued to Access Magic in accordance with the terms and conditions of the sale and purchase agreement dated 15 November 2012 (as supplemented) in relation to the acquisition of 50.5% of the entire issued share capital of Apperience Corporation ("Acquisition"). As at 31 March 2013, Access Magic was deemed to be interested in the 4,080,131,395 shares of the Company of which other Vendors to the Acquisition (namely, Ace Source, Wealthy Hope, Well Peace, IDG-Accel, IDG-Accel Investors and THL) are interested pursuant to sections 317 and 318 of the SFO.
- (2) Access Magic is wholly and beneficially owned by Mr. Dong. As such, Mr. Dong is deemed to be interested in all the Shares held by Access Magic pursuant to Part XV of the SFO.
- (3) As at 31 March 2013, Ace Source was interested, in the capacity as the beneficial owner, in 1,421,059,131 Shares, being the maximum number of Conversion Shares to be allotted and issued upon the exercise of the Conversion Rights attaching to the Convertible Notes at the initial Conversion Price and Performance Shares to be allotted and issued to Ace Source. As at 31 March 2013, Ace Source was deemed to be interested in the 3,662,139,935 Shares of which other Vendors are interested pursuant to sections 317 and 318 of the SFO.
- (4) Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares held by Ace Source pursuant to Part XV of the SFO.
- (5) As at 31 March 2013, Wealthy Hope was interested, in the capacity as the beneficial owner, in 250,754,210 Shares, being the maximum number of Conversion Shares to be allotted and issued upon the exercise of the Conversion Rights attaching to the Convertible Notes at the initial Conversion Price and Performance Shares to be allotted and issued to Wealthy Hope. As at 31 March 2013, Wealthy Hope was deemed to be interested in the 4,832,444,856 Shares of which other Vendors are interested pursuant to sections 317 and 318 of the SFO.
- (6) Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the Shares held by Wealthy Hope pursuant to Part XV of the SFO.
- (7) As at 31 March 2013, Well Peace was interested, in the capacity as the beneficial owner, in 250,754,210 Shares, being the maximum number of Conversion Shares to be allotted and issued upon the exercise of the Conversion Rights attaching to the Convertible Notes at the initial Conversion Price and Performance Shares to be allotted and issued to Well Peace. As at 31 March 2013, Well Peace was deemed to be interested in the 4,832,444,856 Shares of which other Vendors are interested pursuant to sections 317 and 318 of the SFO.
- (8) Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the Shares held by Well Peace pursuant to Part XV of the SFO.

附註:

- (1) 於二零一三年三月三十一日，Access Magic以實益擁有人身份於1,003,067,671股股份中擁有權益，有關股份數目為根據就收購Apperience Corporation全部已發行股本50.5%（「收購事項」）所訂立日期為二零一二年十一月十五日的買賣協議（經補充）的條款及條件，於本金額最多為392,132,500港元的零息可換股票據所附兌換權（「兌換權」）獲行使時將以0.108港元的初步兌換價（「兌換價」）配發及發行之本公司新股份（「兌換股份」）及將向Access Magic配發及發行之本公司新股份（「表現股份」）之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，Access Magic被視為於收購事項其他賣方（即Ace Source、Wealthy Hope、Well Peace、IDG-Accel、IDG-Accel Investors及THL）擁有權益之4,080,131,395股本公司股份中擁有權益。
- (2) Access Magic由董先生全資及實益擁有。因此，根據證券及期貨條例第XV部，董先生被視為於Access Magic持有的所有股份中擁有權益。
- (3) 於二零一三年三月三十一日，Ace Source以實益擁有人身份於1,421,059,131股股份中擁有權益，有關股份數目為於可換股票據所附兌換權獲行使時將以初步兌換價配發及發行之兌換股份及將向Ace Source配發及發行之表現股份之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，Ace Source被視為於其他賣方擁有權益之3,662,139,935股股份中擁有權益。
- (4) Ace Source由薛先生全資及實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視為於Ace Source持有的所有股份中擁有權益。
- (5) 於二零一三年三月三十一日，Wealthy Hope以實益擁有人身份於250,754,210股股份中擁有權益，有關股份數目為於可換股票據所附兌換權獲行使時將以初步兌換價配發及發行之兌換股份及將向Wealthy Hope配發及發行之表現股份之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，Wealthy Hope被視為於其他賣方擁有權益之4,832,444,856股股份中擁有權益。
- (6) Wealthy Hope由陳先生全資及實益擁有。因此，根據證券及期貨條例第XV部，陳先生被視為於Wealthy Hope持有的所有股份中擁有權益。
- (7) 於二零一三年三月三十一日，Well Peace以實益擁有人身份於250,754,210股股份中擁有權益，有關股份數目為於可換股票據所附兌換權獲行使時將以初步兌換價配發及發行之兌換股份及將向Well Peace配發及發行之表現股份之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，Well Peace被視為於其他賣方擁有權益之4,832,444,856股股份中擁有權益。
- (8) Well Peace由連先生全資及實益擁有。因此，根據證券及期貨條例第XV部，連先生被視為於Well Peace持有的所有股份中擁有權益。

Other Information 其他資料

- (9) As at 31 March 2013, IDG-Accel was interested, in the capacity as the beneficial owner, in 1,794,979,256 Shares, being the maximum number of Conversion Shares to be allotted and issued upon the exercise of the Conversion Rights attaching to the Convertible Notes at the initial Conversion Price and Performance Shares to be allotted and issued to IDG-Accel. As at 31 March 2013, IDG-Accel was deemed to be interested in the 3,288,219,810 Shares of which other Vendors are interested pursuant to sections 317 and 318 of the SFO.
- (9) 於二零一三年三月三十一日，IDG-Accel以實益擁有人身份於1,794,979,256股股份中擁有權益，有關股份數目為於可換股票據所附兌換權獲行使時將以初步兌換價配發及發行之兌換股份及將向IDG-Accel配發及發行之表現股份之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，IDG-Accel被視為於其他賣方擁有權益之3,288,219,810股股份中擁有權益。
- (10) As at 31 March 2013, IDG-Accel Investors was interested, in the capacity as the beneficial owner, in 146,802,789 Shares, being the maximum number of Conversion Shares to be allotted and issued upon the exercise of the Conversion Rights attaching to the Convertible Notes at the initial Conversion Price and Performance Shares to be allotted and issued to IDG-Accel Investors. As at 31 March 2013, IDG-Accel Investors was deemed to be interested in the 4,936,396,277 Shares of which other Vendors are interested pursuant to sections 317 and 318 of the SFO.
- (10) 於二零一三年三月三十一日，IDG-Accel Investors以實益擁有人身份於146,802,789股股份中擁有權益，有關股份數目為於可換股票據所附兌換權獲行使時將以初步兌換價配發及發行之兌換股份及將向IDG-Accel Investors配發及發行之表現股份之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，IDG-Accel Investors被視為於其他賣方擁有權益之4,936,396,277股股份中擁有權益。
- (11) By virtue of the relationships as described in note 12 below, as at 31 March 2013, IDG-Accel GP II was interested, through its controlled corporations, in 1,941,782,045 Shares and was deemed to be interested in the 3,141,417,021 Shares of which the Vendors (other than IDG-Accel and IDG-Accel Investors) are interested pursuant to sections 317 and 318 of the SFO.
- (11) 鑑於下文附註12所述關係，於二零一三年三月三十一日，IDG-Accel GP II透過其受控法團於1,941,782,045股股份中擁有權益，且根據證券及期貨條例第317及318條被視為於賣方(IDG-Accel及IDG-Accel Investors除外)擁有權益之3,141,417,021股股份中擁有權益。
- (12) IDG-Accel GP II owns the entire equity interest in each of IDG-Accel II Associates and IDG-Accel Investors. IDG-Accel GP II is 50% owned by Mr. Ho and 50% owned by Mr. Zhou. As such, each of Mr. Ho, Mr. Zhou and IDG-Accel GP II was deemed to be interested in all the Shares held by IDG-Accel and IDG-Accel Investors. IDG-Accel is wholly owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the Shares held by IDG-Accel pursuant to Part XV of the SFO.
- (12) IDG-Accel GP II分別擁有IDG-Accel II Associates及IDG-Accel Investors各自之全部股本權益。IDG-Accel GP II分別由Ho先生及Zhou先生各自擁有50%權益。因此，Ho先生、Zhou先生及IDG-Accel GP II各自被視為於IDG-Accel及IDG-Accel Investors持有之所有股份中擁有權益。IDG-Accel由IDG-Accel II Associates全資擁有。因此，根據證券及期貨條例第XV部，IDG-Accel II Associates被視為於IDG-Accel持有之所有股份中擁有權益。
- (13) As at 31 March 2013, THL was interested, in the capacity as the beneficial owner, in 215,781,799 Shares, being the maximum number of Conversion Shares to be allotted and issued to it upon the exercise of the Conversion Rights attaching to the Convertible Notes at the initial Conversion Price and Performance Shares to be allotted and issued to THL. As at 31 March 2013, THL was deemed to be interested in the 4,867,417,267 Shares of which other Vendors are interested pursuant to sections 317 and 318 of the SFO.
- (13) 於二零一三年三月三十一日，THL以實益擁有人身份於215,781,799股股份中擁有權益，有關股份數目為於可換股票據所附兌換權獲行使時將以初步兌換價配發及發行之兌換股份及將向THL配發及發行之表現股份之最高數目。於二零一三年三月三十一日，根據證券及期貨條例第317及318條，THL被視為於其他賣方擁有權益之4,867,417,267股股份中擁有權益。
- (14) THL is wholly owned by Tencent. Tencent is 33.99% owned by MIH TC Holdings. MIH TC Holdings is 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Holdings. MIH Holdings is wholly owned by Naspers. As such, each of Naspers, MIH Holdings, MIH Mauritius, MIH TC Holdings and Tencent was deemed to be interested in all the Shares in which THL was interested pursuant to Part XV of the SFO.
- (14) THL由騰訊全資擁有。騰訊由MIH TC Holdings持有33.99%權益。MIH TC Holdings由MIH Mauritius持有90%權益。MIH Mauritius由MIH Holdings全資擁有。MIH Holdings由Naspers全資擁有。因此，根據證券及期貨條例第XV部，Naspers、MIH Holdings、MIH Mauritius、MIH TC Holdings及騰訊各自被視為於THL擁有權益之所有股份中擁有權益。
- (15) The total number of the issued shares of the Company as at 31 March 2013 (that is, 1,448,894,324 Shares) has been used for the calculation of the approximate percentage.
- (15) 以本公司於二零一三年三月三十一日的已發行股份總數1,448,894,324股股份計算概約百分比。

Save as disclosed above, as at 31 March 2013, so far as is known to the Directors, there is no other person who had, or were deemed to have interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, which were recorded in the register required to be kept by the Company under Section 336 of SFO.

除上文披露者外，於二零一三年三月三十一日，據董事所知，概無其他人士於本公司股份或相關股份中，擁有或當作擁有或視作擁有須根據證券及期貨條例第XV部第2及3分部向本公司及聯交所披露或載入本公司根據證券及期貨條例第336條須存置之登記冊的權益或淡倉。

Other Information 其他資料

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Period.

COMPETING INTEREST

None of the Directors or management shareholders of the Company (within the meaning of the GEM Listing Rules) has any interest in any business which competes or may compete with the business of the Group during the Period.

CORPORATE GOVERNANCE

During the Period, the Company has complied with the code provisions set out in Appendix 15 of the GEM Listing Rules except for the deviation from code provision A.4.1 which is explained below.

Under the Code Provision A.4.1, non-executive Directors should be appointed for a specific term and subject to re-election. The existing independent non-executive Directors of the Company were not appointed for specific terms but are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Article of Association of the Company. The Company considers that sufficient measures have been taken to ensure good corporate governance practices of the Company in this aspect of the Code Provisions.

AUDIT COMMITTEE

The Company established an Audit Committee with written terms of reference in accordance with Rules 5.28 to 5.33 of the GEM Listing Rules. The Audit Committee members as at the date of this report are Mr. Billy B Ray Tam, Mr. Yu Pak Yan, Peter and Ms. Chan Hoi Ling. They are the Independent Non-executive Directors of the Company. The Audit Committee's principal duties are to review and supervise the financial reporting process and internal control procedures of the Group.

The Group's unaudited consolidated results for the Period have been reviewed and discussed by the Audit Committee before any disclosure and release of information.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors of the Company, as at the date of this report the Company has maintained the prescribed public float under the GEM Listing Rules.

購買、出售或贖回股份

於本期間內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

競爭權益

於本期間內，本公司董事或管理層股東(定義見《創業板上市規則》)並無於與本集團業務競爭或可能競爭的任何業務中擁有任何權益。

企業管治

於本期間內，本公司一直遵守《創業板上市規則》附錄十五所載守則條文，惟偏離守則條文第A.4.1條的情況除外，理由於下文論述。

根據守則條文第A.4.1條，非執行董事應有指定任期，並須予以重選。本公司現有獨立非執行董事並無指定任期，惟須根據本公司組織章程細則於本公司股東週年大會輪值告退及應選連任。本公司認為，已採取充足措施確保本公司在此守則條文方面保持良好的企業管治常規。

審核委員會

根據《創業板上市規則》第5.28條至第5.33條的規定，本公司已成立審核委員會，並書面訂明職權範圍。於本報告日期，審核委員會成員包括譚比利先生、余伯仁先生及陳凱寧女士。彼等均為本公司獨立非執行董事。審核委員會的主要工作為檢討與監督本集團的財務申報及內部控制程序。

於披露及發放本集團本期間未經審核綜合業績前，審核委員會已就此進行審閱及討論。

足夠公眾持股量

根據本公司知悉的公開資料及就本公司董事得悉，於本報告日期，本公司已經維持《創業板上市規則》的指定公眾持股量。

Other Information 其他資料

BOARD PRACTICES AND PROCEDURES

The Company has complied with the board practices and procedures as set out in Rules 5.34 of the GEM Listing Rules during the Period.

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to all shareholders for their support to the Company.

By Order of the Board

M Dream Inworld Limited

Chi Chi Hung, Kenneth

Chairman

10 May 2013

As at the date of this report, the Board consists of Mr. Chi Chi Hung, Kenneth, and Mr. Ng Kay Kwok being the Executive Directors, Mr. Billy B Ray Tam, Ms. Chan Hoi Ling and Mr. Yu Pak Yan, Peter being the Independent Non-executive Directors.

董事會常規及程序

於本期間內，本公司一直遵守《創業板上市規則》第5.34條所載董事會常規及程序。

本人謹藉此機會代表董事會衷心感謝各位股東對本公司的支持。

承董事會命

聯夢活力世界有限公司

主席

季志雄

二零一三年五月十日

於本報告日期，董事會成員包括執行董事季志雄先生及吳祺國先生；及獨立非執行董事譚比利先生、陳凱寧女士及余伯仁先生。

