

2013
Third Quarterly Report
第三季度業績報告



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

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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 or deceptive; (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。有意投資的人士應瞭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，並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，沒有誤導或欺詐成分；(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考慮後方始作出，並以公平合理的基準及假設為依據。

Financial Highlights (unaudited) 財務摘要 (未經審核)

- The turnover of the Group was approximately HK\$55,407,000 for the Period representing an increase of approximately 2,308% as compared to the turnover for the corresponding period in 2012 of approximately HK\$2,301,000.
- The Group recorded a loss attributable to equity shareholders of the Company was approximately HK\$210,052,000 for the Period compared to the loss attributable to equity shareholders of the Company of approximately HK\$3,727,000 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\$257,496,000.
- The Group recorded a profit after tax of the Company of approximately HK\$53,556,000 and a profit attributable to equity shareholders of the Company of approximately HK\$46,429,000 for the third quarter of 2013 (being the three months ended 30 September 2013) compared to the loss attributable to equity shareholders of the Company of approximately HK\$2,078,000 for the same period last year. The profit was mainly due to (i) profit after tax contributed by Apperience Corporation and its subsidiaries acquired by the Group in March 2013 of approximately HK\$14,399,000, (ii) the unrealised gain arising on change in fair value of the performance shares of approximately HK\$40,666,000 and (iii) gain on disposals of subsidiaries of approximately HK\$5,855,000.
- Loss per share for loss attributable to equity shareholders of the Company for the Period was HK11.35 cents.
- The Board does not recommend the payment of any dividend for the nine months ended 30 September 2013.
- 於本期間內，本集團的營業額約為55,407,000港元，較二零一二年同期的營業額約2,301,000港元增加約2,308%。
- 於本期間內，本集團錄得本公司權益股東應佔虧損約210,052,000港元，而去年同期的本公司權益股東應佔虧損則約為3,727,000港元。虧損增加主要由於商譽出現減值虧損約257,496,000港元。
- 本集團就二零一三年第三季度(即截至二零一三年九月三十日止三個月)錄得本公司除稅後溢利約53,556,000港元及本公司權益股東應佔溢利約46,429,000港元，而去年同期則錄得本公司權益股東應佔虧損約2,078,000港元。有關溢利主要來自(i)本集團於二零一三年三月收購的Apperience Corporation及其附屬公司所貢獻除稅後溢利約14,399,000港元；(ii)表現股份公平價值變動所產生未變現收益約40,666,000港元；及(iii)出售附屬公司收益約5,855,000港元。
- 於本期間內，本公司權益股東應佔虧損的每股虧損為11.35港仙。
- 董事會不建議就截至二零一三年九月三十日止九個月派付任何股息。

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 nine months ended 30 September 2013 (the “**Period**”) and the three months ended 30 September 2013, 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**」)欣然公佈，本公司及其附屬公司(統稱「**本集團**」)截至二零一三年九月三十日止九個月(「**本期間**」)及截至二零一三年九月三十日止三個月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 and nine months ended 30 September 2013
(Expressed in Hong Kong dollars)

截至二零一三年九月三十日止三個月及九個月
(以港元列示)

	Notes 附註	Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元	2013 二零一三年 HK\$'000 千港元	2012 二零一二年 HK\$'000 千港元
Continuing operations	持續經營業務				
Turnover	營業額	27,276	622	55,407	2,301
Cost of sales	銷售成本	(5,825)	(56)	(10,530)	(163)
Gross profit	毛利	21,451	566	44,877	2,138
Other revenue and net gain/(loss)	其他收入及淨收益/(虧損)	46,854	509	(202,426)	1,637
Selling and administrative expenses	銷售及行政開支	(7,114)	(2,384)	(19,858)	(6,218)
Profit/(Loss) from operations	經營溢利/(虧損)	61,191	(1,309)	(177,407)	(2,443)
Finance costs	融資成本	(4,715)	(26)	(11,342)	(61)
Profit/(Loss) before taxation	除稅前溢利/(虧損)	56,476	(1,335)	(188,749)	(2,504)
Income tax	所得稅	(2,920)	(24)	(6,160)	(184)
Profit/(Loss) for the period from continuing operations	本期間來自持續經營業務 溢利/(虧損)	53,556	(1,359)	(194,909)	(2,688)
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	-	(719)	-	(1,039)
Profit/(Loss) for the period	本期間溢利/(虧損)	53,556	(2,078)	(194,909)	(3,727)
Profit/(Loss) for the period attributable to:	以下人士應佔本期間溢利/(虧損)：				
Equity shareholders of the Company	本公司權益股東	46,429	(2,078)	(210,052)	(3,727)
Non-controlling interests	非控股權益	7,127	-	15,143	-
		53,556	(2,078)	(194,909)	(3,727)
Earnings/(Loss) per share	每股盈利/(虧損)				
From continuing and discontinued operations	來自持續經營及終止經營業務				
Basic (HK cents)	基本(港仙)	2.03	(0.17)	(11.35)	(0.30)
Diluted (HK cents)	攤薄(港仙)	1.01	(0.17)	(11.35)	(0.30)
From continuing operations	來自持續經營業務				
Basic (HK cents)	基本(港仙)	2.03	(0.11)	(11.35)	(0.22)
Diluted (HK cents)	攤薄(港仙)	1.01	(0.11)	(11.35)	(0.22)
From discontinued operation	來自終止經營業務				
Basic (HK cents)	基本(港仙)	N/A 不適用	(0.06)	N/A 不適用	(0.08)
Diluted (HK cents)	攤薄(港仙)	N/A 不適用	(0.06)	N/A 不適用	(0.08)

Condensed Consolidated Statement of Comprehensive Income – Unaudited

簡明綜合全面收益表 — 未經審核

For the three months and nine months ended 30 September 2013
(Expressed in Hong Kong dollars)

截至二零一三年九月三十日止三個月及九個月
(以港元列示)

		Three months ended		Nine months ended	
		30 September		30 September	
		截至九月三十日止三個月		截至九月三十日止九個月	
	Notes	2013	2012	2013	2012
	附註	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
		千港元	千港元	千港元	千港元
Profit/(Loss) for the period	本期間溢利/(虧損)	53,556	(2,078)	(194,909)	(3,727)
Other comprehensive income/(expense) for the period	本期間其他全面收益/(開支)				
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益的項目：</i>				
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	(18)	18	(47)	(6)
Fair value gain on available-for sale investments	可供出售投資的公平價值收益	12 23,293	–	23,293	–
Other comprehensive income/(expense) for the period, net of tax	本期間其他全面收益/(開支)，扣除稅項	23,275	18	23,246	(6)
Total comprehensive income/(expense) for the period	本期間全面收益/(開支)總額	76,831	(2,060)	(171,663)	(3,733)
Attributable to:	以下人士應佔：				
Equity shareholders of the Company	本公司權益股東	69,704	(2,060)	(186,806)	(3,733)
Non-controlling interests	非控股權益	7,127	–	15,143	–
		76,831	(2,060)	(171,663)	(3,733)

Condensed Consolidated Statement of Changes in Equity – Unaudited

簡明綜合權益變動表 — 未經審核

For the nine months ended 30 September 2013 and 30 September 2012
(Expressed in Hong Kong dollars)

截至二零一三年九月三十日及
二零一二年九月三十日止九個月
(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 notes equity reserves	Investment revaluation reserve	Exchange reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	實繳盈餘	購股權儲備	可換股票據權益儲備	投資重估儲備	匯兌儲備	累計虧損	總計	非控股權益	權益總計
		HK\$'000	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	千港元
Balance at 1 January 2012 (Audited)	於二零一二年一月一日的結餘 (經審核)	124,889	206,661	6,426	310	-	-	294	(180,190)	158,390	-	158,390
Loss for the period	本期間虧損	-	-	-	-	-	-	-	(3,727)	(3,727)	-	(3,727)
Other comprehensive expense for the period	本期間其他全面開支	-	-	-	-	-	-	(6)	-	(6)	-	(6)
Total comprehensive expense for the period	本期間全面開支總額	-	-	-	-	-	-	(6)	(3,727)	(3,733)	-	(3,733)
Balance at 30 September 2012 (Unaudited)	於二零一二年九月三十日的結餘 (未經審核)	124,889	206,661	6,426	310	-	-	288	(183,917)	154,657	-	154,657
Balance at 1 January 2013 (Audited)	於二零一三年一月一日的結餘 (經審核)	124,889	206,661	6,426	310	6,605	-	5	(206,816)	138,080	-	138,080
Profit/(Loss) for the period	本期間溢利/(虧損)	-	-	-	-	-	-	-	(210,052)	(210,052)	15,143	(194,909)
Other comprehensive income/(expense) for the period	本期間其他全面收益/(開支)	-	-	-	-	-	23,293	(47)	-	23,246	-	23,246
Total comprehensive income/(expense) for the period	本期間全面收益/(開支)總額	-	-	-	-	-	23,293	(47)	(210,052)	(186,806)	15,143	(171,663)
Acquisition of subsidiaries	收購附屬公司	-	-	-	-	325,290	-	-	-	325,290	26,440	351,730
Shares issued on conversion of convertible notes on 25 March 2013 (note 17b)	於二零一三年三月二十五日 兌換可換股票據時發行股份 (附註 17b)	20,000	2,170	-	-	(6,605)	-	-	-	15,565	-	15,565
Shares issued on conversion of convertible notes on 10 April 2013, 28 August 2013 and 9 September 2013 (note 17c)	於二零一三年四月十日、 二零一三年八月二十八日及 二零一三年九月九日兌換 可換股票據時發行股份 (附註 17c)	133,334	91,836	-	-	(119,454)	-	-	-	105,716	-	105,716
Dividends declared to non-controlling interests	已宣派非控股權益的股息	-	-	-	-	-	-	-	-	-	(7,487)	(7,487)
Balance at 30 September 2013 (Unaudited)	於二零一三年九月三十日的結餘 (未經審核)	278,223	300,667	6,426	310	205,836	23,293	(42)	(416,868)	397,845	34,096	431,941

Notes to the Consolidated Financial Statements

綜合財務報表附註

For the nine months ended 30 September 2013
(Expressed in Hong Kong dollars)

截至二零一三年九月三十日止九個月
(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 Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. 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 is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement ("Software Business"); and (ii) the provision of website development, electronic learning products and services ("E-learning Business") during the Period.

This third quarterly unaudited condensed consolidated financial information is presented in Hong Kong Dollars ("HK\$"), unless otherwise stated.

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 third quarterly unaudited financial statements have been prepared under the historical cost convention, except for certain investment property, 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.

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Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。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。

本公司的主要業務為投資控股。於本期間內，本集團的主要業務為(i)研究、開發及分銷個人電腦性能軟件、防毒軟件、流動電話應用程式及工具欄廣告(「軟件業務」)；及(ii)提供網站開發、電子學習產品及服務(「電子學習業務」)。

除非另有說明，否則本第三季度未經審核簡明綜合財務資料乃以港元(「港元」)列報。

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，以及香港《公司條例》及聯交所《創業板證券上市規則》(「《創業板上市規則》」)的披露規定編製。

除若干以公平價值計量的投資物業、金融資產及負債外，本集團二零一三年第三季度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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2013. HKFRSs comprise Hong Kong Financial Reporting Standards ("HKFRS"); Hong Kong Accounting Standards; and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies, presentation of the Group's financial statements and amounts reported for the current and prior accounting periods.

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.

4. TURNOVER

Turnover represents the sales value of goods and services supplied to customers. An analysis of the Group's revenue for the periods is as follows:

3. 採納新訂及經修訂香港財務報告準則

於本期間內，本集團已採納所有由香港會計師公會頒佈的新訂及經修訂香港財務報告準則，該等準則與本集團業務有關，且於二零一三年一月一日開始的本集團會計年度生效。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋。採納該等新訂及經修訂香港財務報告準則並無導致本集團的會計政策以及本集團於現時及過往會計期間呈列的財務報表及所呈報金額出現重大變動。

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。本公司已著手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會否對其經營業務及財務狀況構成重大影響。

4. 營業額

營業額指向客戶供應貨品及服務的銷售價值。本集團各期間的收入分析如下：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)
Continuing operations	持續經營業務				
Software Business	軟件業務	26,660	–	53,286	–
E-learning Business	電子學習業務	616	622	2,121	2,301
		27,276	622	55,407	2,301

Notes to the Consolidated Financial Statements

綜合財務報表附註

5. OTHER REVENUE AND NET GAIN/(LOSS)

5. 其他收入及淨收益／(虧損)

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)
Notes 附註					
Continuing operations	持續經營業務				
Other revenue	其他收入				
Bank interest income	銀行利息收入	15	434	275	1,362
Income from provision of business centre services	提供商務中心服務所得收入	40	60	160	180
Loan interest income	貸款利息收入	14	15	14	51
Other investment interest income	其他投資利息收入	88	–	180	–
Other income	其他收入	–	–	47	–
Rental income	租金收入	225	–	338	–
		382	509	1,014	1,593
Other gains and losses, net	其他收益及虧損淨額				
Foreign exchange loss, net	匯兌虧損淨額	(19)	–	(35)	–
(Loss)/Gain on fair value changes on investment in a convertible bond	投資於可換股債券公平價值變動(虧損)/收益	13 (30)	–	260	–
Gain on disposals of subsidiaries	出售附屬公司收益	14 5,855	–	5,855	–
Gain on fair value changes on performance shares	表現股份公平價值變動收益	16 40,666	–	47,928	–
Gain on disposal of fixed assets	出售固定資產收益	–	–	–	47
Impairment loss on goodwill	商譽減值虧損	15 –	–	(257,496)	–
Net sundry income/(expenses)	雜項收入/(開支)淨額	–	–	11	(3)
Recovery from impairment loss on trade receivables	撥回貿易應收賬款減值虧損	–	–	37	–
		46,472	–	(203,440)	44
Other revenue and net gain/(loss)	其他收入及淨收益／(虧損)	46,854	509	(202,426)	1,637

Notes to the Consolidated Financial Statements

綜合財務報表附註

6. PROFIT/(LOSS) BEFORE TAXATION

Profit/(Loss) before taxation from continuing operations have been arrived at after charging:

6. 除稅前溢利/(虧損)

來自持續經營業務的除稅前溢利/(虧損)已扣除：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)
Continuing operations	持續經營業務				
(a) Finance costs:	(a) 融資成本：				
Bank loan interest	銀行貸款利息	9	26	58	61
Effective interest on debt component of convertible notes	可換股票據負債部分的實際利息	4,706	–	11,284	–
		4,715	26	11,342	61
(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	2,053	1,246	6,244	3,372
Retirement scheme contributions	退休計劃供款	56	24	143	69
		2,109	1,270	6,387	3,441
(c) Other items:	(c) 其他項目：				
Amortisation of intangible assets	無形資產攤銷	1,350	–	2,747	–
Auditor's remuneration	核數師酬金	100	96	301	303
Depreciation	折舊	100	88	399	240
Operating lease charges: minimum lease payments	經營租賃費用：最低租賃付款額				
– hire of office premises	– 租賃辦公室物業	243	138	681	237
Impairment loss on goodwill (Note 15)	商譽減值虧損(附註15)	–	–	257,496	–
Legal and professional fees	法律及專業費用	1,763	119	5,263	236

7. COMPARATIVE FIGURES

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

7. 比較數字

若干比較數字已重新分類，以符合本期間的列報方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

8. INCOME TAX

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

8. 所得稅

計入未經審核簡明綜合收益表的所得稅指：

		Three months ended 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)
Continuing operations	持續經營業務				
Current tax	當期稅項				
— Hong Kong Profits Tax (Note 1)	— 香港利得稅(附註1)	2,911	24	6,140	184
— Withholding tax in Japan (Note 2)	— 日本預扣稅(附註2)	9	—	20	—
		2,920	24	6,160	184

Note 1: Provision for the Hong Kong Profits Tax calculated at 16.5% (2012: 16.5%) of the estimated assessable profits for the Period.

Note 2: Withholding tax in Japan, regarding the external sales are located in Japan, is charged at the appropriate current rates of taxation ruling in Japan. Except for the withholding tax in Japan, no taxation has been provided in unaudited condensed consolidated financial statements of the subsidiaries operating outside Hong Kong for the Period (2012: HK\$nil).

附註1：香港利得稅撥備乃就本期間的估計應課稅溢利按稅率16.5%（二零一二年：16.5%）計算。

附註2：有關在日本進行外界銷售的日本預扣稅乃按日本現行適用稅率計算。除日本預扣稅外，於本期間內，概無於香港境外營運附屬公司的未經審核簡明綜合財務報表計提稅項撥備（二零一二年：零港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. EARNINGS/(LOSS) PER SHARE

(a) Basic earnings/(loss) per share

From continuing and discontinued operations

The calculation of basic earnings/(loss) per share from continuing and discontinued operations for the three months and nine months ended 30 September 2013 are based on the profit/(loss) attributable to equity shareholders of the Company from continuing and discontinued operations of profit approximately HK\$46,429,000 and loss approximately HK\$210,052,000 respectively (for the three months and nine months ended 30 September 2012: loss approximately HK\$2,078,000 and HK\$3,727,000 respectively) and the weighted average of 2,291,084,338 and 1,849,898,257 respectively (for the three months and nine months ended 30 September 2012: 1,248,894,324) ordinary shares in issue during that periods.

From continuing operations

The calculation of basic earnings/(loss) per share from continuing operations for the three months and nine months ended 30 September 2013 are based on the profit/(loss) attributable to equity shareholders of the Company from continuing operations of profit approximately HK\$46,429,000 and loss approximately HK\$210,052,000 respectively (for the three months and nine months ended 30 September 2012: loss approximately HK\$1,359,000 and HK\$2,688,000 respectively) and the weighted average of 2,291,084,338 and 1,849,898,257 respectively (for the three months and nine months ended 30 September 2012: 1,248,894,324) ordinary shares in issue during that periods.

From discontinued operation

Basic earnings/(loss) per share from discontinued operation for the three months and nine months ended 30 September 2013 are not shown as there was no discontinued operation during that periods.

The calculation of basic earnings/(loss) per share from discontinued operation for the three months and nine months ended 30 September 2012 are based on the loss attributable to equity shareholders of the Company from discontinued operation of approximately HK\$719,000 and HK\$1,039,000 respectively and the weighted average of 1,248,894,324 ordinary shares in issue that periods.

(b) Diluted earnings/(loss) per share

Diluted loss per share for the nine months ended 30 September 2013 is equal to basic loss per share as the potential ordinary shares are anti-dilutive. Diluted loss per share for the three months and nine months ended 30 September 2012 are equal to basic loss per share as the potential ordinary shares are no dilutive effects.

9. 每股盈利/(虧損)

(a) 每股基本盈利/(虧損)

來自持續經營及終止經營業務

於截至二零一三年九月三十日止三個月及九個月來自持續經營及終止經營業務的每股基本盈利/(虧損)乃根據於有關期間內分別來自持續經營及終止經營業務的溢利約46,429,000港元及虧損約210,052,000港元的本公司權益股東應佔溢利/(虧損)(截至二零一二年九月三十日止三個月及九個月:分別虧損約2,078,000港元及3,727,000港元)以及已發行普通股加權平均數分別2,291,084,338股及1,849,898,257股(截至二零一二年九月三十日止三個月及九個月:1,248,894,324股)計算。

來自持續經營業務

於截至二零一三年九月三十日止三個月及九個月來自持續經營業務的每股基本盈利/(虧損)乃根據有關期間內來自持續經營業務分別溢利約46,429,000港元及虧損約210,052,000港元的本公司權益股東應佔溢利/(虧損)(截至二零一二年九月三十日止三個月及九個月:分別虧損約1,359,000港元及2,688,000港元)以及已發行普通股加權平均數分別2,291,084,338股及1,849,898,257股(截至二零一二年九月三十日止三個月及九個月:1,248,894,324股)計算。

來自終止經營業務

由於截至二零一三年九月三十日止三個月及九個月內並無終止經營業務,故並無呈列有關期間內來自終止經營業務的每股基本盈利/(虧損)。

於截至二零一二年九月三十日止三個月及九個月來自終止經營業務的每股基本盈利/(虧損)乃根據有關期間來自終止經營業務的本公司權益股東應佔虧損分別約719,000港元及1,039,000港元以及已發行普通股加權平均數1,248,894,324股計算。

(b) 每股攤薄盈利/(虧損)

由於潛在普通股具反攤薄作用,故截至二零一三年九月三十日止九個月的每股攤薄虧損相等於每股基本虧損。由於潛在普通股並無攤薄影響,故截至二零一二年九月三十日止三個月及九個月的每股攤薄虧損相等於每股基本虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

9. EARNINGS/(LOSS) PER SHARE (continued)

(b) Diluted earnings/(loss) per share (continued)

The calculation of the diluted earnings per share for the three months ended 30 September 2013 is based on the profit attributable to equity shareholders of the Company of approximately HK\$51,062,000 adjusted by effective interest saved on debt component of convertible notes of approximately HK\$4,633,000 and the weighted average number of 5,079,750,799 ordinary shares. The weighted average number of ordinary shares for the purpose of calculating the diluted earnings per share for the three months ended 30 September 2013 has been adjusted with the weighted average number of ordinary shares deemed to be issued during the period, assuming the exercise of all potential dilutive shares including the potential shares arising from the exercise of the Company's outstanding convertible notes would decrease in earnings per share of the Group for the period and is recognised as dilutive.

The calculation of the basic and diluted earnings per share attributable to equity shareholders of the Company from continuing operations for the three months ended 30 September 2013 is based on the following data:

9. 每股盈利/(虧損)(續)

(b) 每股攤薄盈利/(虧損)(續)

於截至二零一三年九月三十日止三個月的每股攤薄盈利乃根據經可換股票據負債部分所節省實際利息約4,633,000港元調整的本公司權益股東應佔溢利約51,062,000港元及普通股加權平均數5,079,750,799股計算。計算截至二零一三年九月三十日止三個月的每股攤薄盈利所用普通股加權平均數已因應期內視作發行的普通股加權平均數作出調整，當中假設行使所有潛在攤薄股份(包括本公司尚未行使可換股票據獲行使時產生的潛在股份)將導致本集團本期間的每股盈利減少，故確認為具攤薄作用。

於截至二零一三年九月三十日止三個月來自持續經營業務的本公司權益股東應佔每股基本及攤薄盈利乃根據以下數據計算：

		Three months ended 30 September 2013 (Unaudited) 截至二零一三年 九月三十日止三個月 (未經審核) HK\$'000 千港元
Earnings	盈利	
Earnings for the purpose of calculating basic earnings per share	計算每股基本盈利的盈利	46,429
Effect of dilutive potential ordinary shares:	潛在攤薄普通股的影响：	
Effective interest saved on debt component of convertible notes	可換股票據負債部分所節省實際利息	4,633
Earnings for the purpose of calculating diluted earnings per share	計算每股攤薄盈利的盈利	51,062
		Number of shares ('000) 股份數目 (千股)
Number of shares	股份數目	
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	計算每股基本盈利的普通股加權平均數	2,291,084
Effect of dilutive potential ordinary shares:	潛在攤薄普通股的影响：	
Convertible notes	可換股票據	2,788,667
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	計算每股攤薄盈利的普通股加權平均數	5,079,751
Diluted earnings per share HK cents	每股攤薄盈利(港仙)	1.01

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. 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 three reportable segments.

Continuing operations:

- Research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement (“**Software Business**”)
- Provision of website development, electronic learning products and services (“**E-learning Business**”)

Discontinued operation:

- Optical display equipment, components and related technology (“**Display Business**”)

(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).

10. 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。本集團呈列以下三個報告分部，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。

持續經營業務：

- 研究、開發及分銷個人電腦性能軟件、防毒軟件及流動電話應用程式，以及工具欄廣告（「**軟件業務**」）
- 提供網站開發、電子學習產品及服務（「**電子學習業務**」）

終止經營業務：

- 光學顯示設備、零件及相關技術（「**顯示業務**」）

(a) 分部業績

為監管分部表現及分配分部之間的資源：

- 所呈列分部溢利／（虧損）均在並無分配中央行政成本、融資成本及所得稅開支下呈列每個分部所賺取溢利／（出現虧損）。
- 下文所報告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

10. SEGMENT REPORTING (continued)

10. 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 30 September 2013 and 30 September 2012 is set out below.

本集團截至二零一三年九月三十日及二零一二年九月三十日止期間的報告分部資料如下。

		Nine months ended 30 September 截至九月三十日止九個月									
		Continuing operations Software Business 持續經營業務 軟件業務		Continuing operations E-learning Business 持續經營業務 電子學習業務		Discontinued operation Display Business 終止經營業務 顯示業務		Unallocated 未分配		Consolidated 綜合	
		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)	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)
Turnover	營業額										
Revenue from external customers	外界客戶收入	53,286	-	2,121	2,301	-	-	-	-	55,407	2,301
Results	業績										
Segment results	分部業績	(220,832)	-	(2,191)	1,116	-	(1,046)	-	-	(223,023)	70
Interest income	利息收入									469	1,419
Unallocated income	未分配收入									54,474	43
Unallocated expenses	未分配開支									(9,327)	(5,014)
Loss from operations	經營虧損									(177,407)	(3,482)
Finance costs	融資成本									(11,342)	(61)
Loss before taxation	除稅前虧損									(188,749)	(3,543)
Income tax	所得稅									(6,160)	(184)
Loss after taxation	除稅後虧損									(194,909)	(3,727)
Other segment information:	其他分部資料：										
Amortisation of intangible assets	無形資產攤銷	(2,286)	-	(461)	-	-	-	-	-	(2,747)	-
Depreciation	折舊	-	-	(26)	(3)	-	(10)	(373)	(237)	(399)	(250)
Gain on fair value changes on investment in a convertible bond	投資於可換股債券公平價值變動收益	-	-	-	-	-	-	260	-	260	-
Gain on fair value changes on performance shares	表現股份公平價值變動收益	-	-	-	-	-	-	47,928	-	47,928	-
Impairment loss on goodwill	商譽減值虧損	(257,496)	-	-	-	-	-	-	-	(257,496)	-
Legal and professional fees	法律及專業費用	(1,645)	-	(31)	-	-	(51)	(3,587)	(236)	(5,263)	(287)

Notes to the Consolidated Financial Statements

綜合財務報表附註

10. 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 30 September 截至九月三十日止三個月		Nine months ended 30 September 截至九月三十日止九個月	
		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)
Revenue from external customers	外界客戶收入				
United States of America	美國	14,655	–	28,431	–
Germany	德國	822	–	2,653	–
United Kingdom	英國	1,661	–	3,276	–
Hong Kong (place of domicile)	香港(居籍地)	616	622	2,121	2,301
Australia	澳洲	1,092	–	2,144	–
Canada	加拿大	938	–	1,915	–
Russia	俄羅斯	973	–	1,808	–
Japan	日本	521	–	1,087	–
Others (including Mainland China)	其他(包括中國內地)	5,998	–	11,922	–
		27,276	622	55,407	2,301

11. DIVIDENDS

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

10. 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的收入的地區資料。客戶的地理位置是根據提供服務或交付貨品的位置釐定。

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)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12. FAIR VALUE GAIN ON AVAILABLE-FOR-SALE INVESTMENTS

On 13 June 2013, the Group entered into an acquisition agreement for the acquisition of the 248,976,000 shares (“**Acquired Shares**”) of DX.com Holdings Limited (formerly known as EPRO Limited) (a company listed on the GEM of the Stock Exchange (stock code: 8086)), at an aggregate consideration of HK\$79,921,296 (“**Shares Acquisition**”). The completion of the Shares Acquisition took place on 27 August 2013. The Acquired Shares are classified as available-for-sales securities and subsequently measured at fair value. The gain or loss arising from changes in fair value is recognised in the statement of comprehensive income. The fair value gain of approximately HK\$23,293,000, which represents the fair value of the Acquired Shares of approximately HK\$103,325,000, based on the bid price (HK\$0.415 per Acquired Share) as at 30 September 2013, over the aggregate consideration of approximately HK\$79,921,000 and the transaction costs of approximately HK\$111,000 that are directly attributable to the Shares Acquisition. The details of Shares Acquisition are set out in the Company’s announcements dated 13 June 2013 and 27 August 2013 and the Company’s circular dated 8 August 2013.

13. GAIN ON FAIR VALUE CHANGES ON INVESTMENT IN A CONVERTIBLE BOND

On 27 March 2013, the Group completed the subscription for 2014 due 10% coupon convertible bond 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)). The convertible bond is designated as financial asset at fair value through profit or loss as it contains embedded derivatives.

The movements of the convertible bond are as follows:

Nominal value of convertible bond	可換股債券面值	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)	260
Fair value of convertible bond	可換股債券公平價值	3,760

Note: Gain on fair value changes in a convertible bond was directly recognised in the unaudited condensed consolidated statement of income during the Period. The fair value of the convertible bond as at 30 September 2013 was valued by an independent professional valuer based on the Binomial Model.

12. 可供出售投資的公平價值收益

於二零一三年六月十三日，本集團訂立收購協議，以總代價79,921,296港元收購248,976,000股DX.com控股有限公司(前稱易寶有限公司，於聯交所創業板上市的公司，股份代號：8086)股份(「收購股份」)(「股份收購」)。股份收購已於二零一三年八月二十七日完成。收購股份分類為可供出售證券，其後按公平價值計量。公平價值變動所產生收益或虧損於全面收益表確認。公平價值收益約23,293,000港元指收購股份的公平價值約103,325,000港元(此乃根據於二零一三年九月三十日的買入價每股收購股份0.415港元計算)高出總代價約79,921,000港元及股份收購直接應佔交易成本約111,000港元的差額。有關股份收購的詳情載於本公司日期為二零一三年六月十三日及二零一三年八月二十七日的公告以及本公司日期為二零一三年八月八日的通函。

13. 投資於可換股債券公平價值變動收益

於二零一三年三月二十七日，本集團完成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港元的二零一四年到期10厘息可換股債券。由於可換股債券含有嵌入式衍生工具，故指定為透過損益以公平價值列賬的金融資產。

可換股債券的變動如下：

At 30 September 2013 於二零一三年 九月三十日 HK\$'000 千港元 (Unaudited) (未經審核)
3,500
260
3,760

附註：於本期間內，可換股債券公平價值變動收益直接於未經審核簡明綜合收益表確認。於二零一三年九月三十日的可換股債券公平價值乃由一名獨立專業估值師按二項式模式估計得出。

Notes to the Consolidated Financial Statements

綜合財務報表附註

14. GAIN ON DISPOSALS OF SUBSIDIARIES

On 6 June 2013, the Group has entered into a disposal agreement to dispose of the entire issued share capital of Five Stars Development Limited (“**Five Stars**”) together with its subsidiary, namely Elite Ford Limited (collectively referred to as the “**Five Stars Group**”) and a loan, being the entire amount of the shareholders’ loan owing by Five Stars to the Group (“**Sales Loan**”) on the completion date of disposal at an aggregate consideration of HK\$13,000,000. The principal asset of Five Stars is a property in Hong Kong. The completion of such disposal took place on 8 August 2013. The estimated gain on disposal of subsidiaries is approximately HK\$5,855,000. Details of this disposal are set out in the Company’s announcements dated 6 June 2013 and 8 August 2013.

15. IMPAIRMENT LOSS ON GOODWILL

On 31 March 2013, the Group completed the very substantial acquisition of 50.5% of the issued share capital of Apperience Corporation (“**Acquisition**”) (“**Apperience**”, and its subsidiaries, collectively referred as “**Apperience Group**”) at a 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 (where applicable) 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 of the Acquisition, 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**”).

14. 出售附屬公司收益

於二零一三年六月六日，本集團訂立出售協議，出售Five Stars Development Limited(「**Five Stars**」)連同其附屬公司科達行有限公司(統稱「**Five Stars集團**」)全部已發行股本及Five Stars於出售完成日期結欠本集團的全數股東貸款(「**銷售貸款**」)，總代價為13,000,000港元。Five Stars的主要資產為一項位於香港的物業。有關出售已於二零一三年八月八日完成。出售附屬公司的估計收益約為5,855,000港元。有關是項出售的詳情載於本公司日期為二零一三年六月六日及二零一三年八月八日的公告。

15. 商譽減值虧損

於二零一三年三月三十一日，本集團完成收購Apperience Corporation(「**Apperience**」，連同其附屬公司統稱「**Apperience集團**」)其中50.5%已發行股本的非常重大收購(「**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，而(如適用)部分則以按每股表現股份0.108港元的發行價向收購事項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**」)、日期為二零一三年三月十二日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**」)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15. IMPAIRMENT LOSS ON GOODWILL (continued)

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

		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 (Audited)	可供識別淨資產賬面值 (經審核)		30,881
Fair value adjustment on intangible assets	無形資產公平價值調整		30,044
Deferred tax liabilities arising from the fair value adjustment	公平價值調整產生的遞延稅項負債		(7,511)
			53,414
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		(26,440)
Fair value of identifiable net assets of the Apperience Group acquired	所收購Apperience集團可供識別淨資產公平價值		26,974
Goodwill	商譽		757,662
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	607,450
— issue of Performance Shares	— 發行表現股份		177,186
Fair value of purchase consideration	購買代價公平價值		784,636

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.

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%.

15. 商譽減值虧損(續)

所收購可供識別淨資產及收購事項所產生商譽於完成日期的公平價值如下：

		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 (Audited)	可供識別淨資產賬面值 (經審核)		30,881
Fair value adjustment on intangible assets	無形資產公平價值調整		30,044
Deferred tax liabilities arising from the fair value adjustment	公平價值調整產生的遞延稅項負債		(7,511)
			53,414
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		(26,440)
Fair value of identifiable net assets of the Apperience Group acquired	所收購Apperience集團可供識別淨資產公平價值		26,974
Goodwill	商譽		757,662
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	607,450
— issue of Performance Shares	— 發行表現股份		177,186
Fair value of purchase consideration	購買代價公平價值		784,636

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。

本集團編製的現金流量預測，乃源自未來五年的最近期財務預算，而剩餘期間的增長率為2%。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%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15. IMPAIRMENT LOSS ON GOODWILL (continued)

At 31 March 2013, before impairment testing, goodwill of approximately HK\$757,662,000 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**”)). The fair value of the Consideration of approximately HK\$784,636,000 at the Completion Date was estimated by an independent professional valuer which 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 has therefore been reduced to its estimated recoverable amount through recognition of an impairment loss against goodwill of approximately HK\$257,496,000 during the Period. The impairments of goodwill are non-cash and accounting adjustments which will not affect the working capital sufficiency of the Group.

16. GAIN ON FAIR VALUE CHANGES ON PERFORMANCE SHARES

Performance Shares of the Company represents shares to be issued to the vendors in the acquisition of subsidiaries described in note 15. The fair value of the Performance Shares was valued by the independent valuer at the Completion Date. The gain on the fair value adjustment of Performance Shares is approximately HK\$47,928,000 which represents the difference between the fair value of Performance Shares of approximately HK\$177,186,000 as at the Completion Date and the fair value of Performance Shares of approximately HK\$129,258,000 as at 30 September 2013.

15. 商譽減值虧損(續)

於二零一三年三月三十一日，進行減值測試前，商譽約757,662,000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。於完成日期的代價公平價值約784,636,000港元由獨立專業估值師估計得出，並因本公司股份市價上升而有所增加，以致就收購事項錄得大額商譽。有關收購事項的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257,496,000港元，分配予Apperience集團的商譽已減至其估計可收回金額。商譽減值屬非現金及會計調整，不會影響本集團的營運資金充裕度。

16. 表現股份公平價值變動收益

本公司的表現股份指將就附註15所述收購附屬公司向賣方發行的股份。表現股份的公平價值由獨立估值師於完成日期估值得出。表現股份公平價值調整收益約為47,928,000港元，相當於完成日期表現股份公平價值約177,186,000港元與表現股份於二零一三年九月三十日的公平價值約129,258,000港元的差額。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. SHARE CAPITAL

17. 股本

		Nominal value per share HK\$ 每股面值 港元	Number of shares 股份數目	HK\$ 港元
Ordinary shares	普通股			
Authorised:	法定：			
At 1 January 2013	於二零一三年一月一日	0.10	4,000,000,000	400,000,000
Increase in authorised capital (Note (a))	增加法定股本(附註(a))	0.10	4,000,000,000	400,000,000
			8,000,000,000	800,000,000
At 30 September 2013	於二零一三年九月三十日			
Issued and fully paid:	已發行及繳足：			
At 1 January 2013	於二零一三年一月一日	0.10	1,248,894,324	124,889,432.40
Shares issued on conversion of convertible notes (Note (b))	兌換可換股票據時發行股份(附註(b))	0.10	200,000,000	20,000,000.00
Shares issued on conversion of convertible notes (Note (c))	兌換可換股票據時發行股份(附註(c))	0.10	1,333,333,329	133,333,332.90
			2,782,227,653	278,222,765.30
At 30 September 2013	於二零一三年九月三十日			

Notes:

- (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 authorised share capital of the Company are contained in the Company's Circular dated 23 February 2013 and Company's announcement dated 12 March 2013.

附註：

- (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，透過額外增設4,000,000,000股本公司股份，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。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17. SHARE CAPITAL (continued)

Notes: (continued)

- (b) On 14 November 2012, the Company issued convertible notes with principal amount of HK\$20,000,000. The noteholder has a right to convert the convertible notes into ordinary shares of the Company at an initial conversion price of HK\$0.10 per conversion 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 convertible notes and the conversion are contained in the Company's announcements dated 28 September 2012, 14 November 2012 and 19 March 2013 and the note 27 to the consolidated financial statements in the Company's 2012 Annual Report.
- (c) During the Period, the Company issued a total of 1,333,333,329 conversion shares to the converting noteholders pursuant to the exercise of conversion right attaching to the convertible notes in the aggregate principal amount of HK\$144,000,000 at the conversion price of HK\$0.108 per conversion share. The details of the convertible notes and the conversion are set out in the Company's Circular dated 23 February 2013 and Company's announcements dated 5 December 2012, 12 March 2013, 1 April 2013, 2 April 2013, 26 August 2013 and 2 September 2013.

18. 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.

19. RELATED PARTY TRANSACTIONS

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

17. 股本(續)

附註：(續)

- (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兌換股份0.10港元(可予調整)將可換股票據兌換為本公司普通股。於二零一三年三月二十五日，票據持有人行使可換股票據所附兌換權，本公司就此按每股兌換股份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。有關可換股票據及兌換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，以及本公司二零一二年年報內綜合財務報表附註27。
- (c) 於本期間內，本公司就本金總額為144,000,000港元的可換股票據所附兌換權按兌換價每股兌換股份0.108港元獲行使而向進行兌換的票據持有人發行合共1,333,333,329股兌換股份。有關可換股票據及兌換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，以及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、二零一三年四月二日、二零一三年八月二十六日及二零一三年九月二日的公告。

18. 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未經審核簡明綜合權益變動表列報。

19. 關聯方交易

於本期間內，本集團曾與關聯方進行以下交易：

Name of related party 關聯方名稱	Nature of transactions 交易性質	Nine months ended 30 September 截至九月三十日止九個月	
		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)
KanHan Technologies 看漢科技	Sales of website development, electronic learning products and services (Note 1) 銷售網站開發、電子學習產品及服務(附註1)	-	259
KanHan Technologies 看漢科技	Income from provision of business centre services (Note 1) 提供商務中心服務所得收入(附註1)	160	180
成都奧畢信息技術有限公司 ("PRC Company") (「中國公司」)	Software development fees (Note 2) 軟件開發費用(附註2)	6,724	-

Notes to the Consolidated Financial Statements

綜合財務報表附註

19. RELATED PARTY TRANSACTIONS (continued)

Note 1:

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 provides 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.

Note 2:

The PRC Company is owned as to 70% by Mr. Dong Yuguo ("**Mr. Dong**") and Mr. Xue Qiushi ("**Mr. Xue**") in equal shares. As Mr. Dong and Mr. Xue are the directors of Apperience and certain members of the Apperience Group, and Mr. Xue is the executive Director and Chief Executive Officer of the Company with effect from 5 July 2013, upon the completion of acquisition of Apperience on 31 March 2013, the IT consultancy service agreements entered into between Apperience and the PRC Company (details of which are set out in the paragraphs headed "Directors' Interests in Contract" on page 30 of this report) have constituted continuing connected transactions for the Company under the GEM Listing Rules. During the Period, the Group paid software development fees amounted to approximately US\$867,000 (approximately HK\$6,724,000) to the PRC Company. The IT consultancy services agreements were early terminated on 10 August 2013. Details of the agreements are set out in the Company's announcement dated 5 December 2012, the Company's Circular dated 23 February 2013 and report of the directors in the Company's 2012 annual report.

20. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, the transaction of disposal of the entire issued share capital of Refine Skill Limited ("**Refine Skill**") was completed on 17 October 2013, at a consideration of HK\$8,000,000. Details of this disposal are set out in the Company's announcements dated 2 July 2013 and 17 October 2013 and the Company's circular dated 19 September 2013.

19. 關聯方交易(續)

附註1:

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**」)全部股權的股東。此外，巫偉明先生為看漢科技及看漢教育的共同董事。

於二零一零年十一月十九日，本集團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，以銷售網站開發、電子學習產品及服務以及提供商務中心服務，各自為期三年。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。有關交易的詳情載於本公司日期為二零一零年十一月十九日的公告。

附註2:

中國公司的70%權益由董雨果先生(「**董先生**」)及薛秋實先生(「**薛先生**」)擁有相同分額。由於董先生及薛先生為Apperience及Apperience集團若干成員公司的董事，而薛先生自二零一三年七月五日起出任本公司執行董事兼行政總裁，於二零一三年三月三十一日完成收購Apperience後，Apperience與中國公司(有關詳情載於本報告第30頁「董事於合約的權益」各段)所訂立IT顧問服務協議根據《創業板上市規則》構成本公司的持續關連交易。於本期間內，本集團向中國公司支付合共約867,000美元(約6,724,000港元)的軟件開發費用。IT顧問服務協議已於二零一三年八月十日提早終止。有關協議的詳情載於本公司日期為二零一二年十二月五日的公告、本公司日期為二零一三年二月二十三日的通函及本公司二零一二年年報內的董事會報告。

20. 報告期後事項

於報告期結束後，出售Refine Skill Limited(「**Refine Skill**」)全部已發行股本的交易已於二零一三年十月十七日完成，代價為8,000,000港元。有關是項出售的詳情載於本公司日期為二零一三年七月二日及二零一三年十月十七日的公告以及本公司日期為二零一三年九月十九日的通函。

Management Discussions and Analysis

管理層討論及分析

BUSINESS REVIEW

The year of 2013 could be marked as a year of change of the Company. The Group has disposed of Refine Skill Limited (“**Refine Skill**”) and its subsidiaries, which is principally engaged in the E-learning business and was in loss during the Period. Besides, we have diversified our business into the information technology field of personal computer performance, anti-virus software and mobile applications.

Software Business

The completion of acquisition of 50.5% of the issued share capital of Apperience Corporation (“**Apperience**”) represents a strategic long-term investment for the Group, marking its entry into the information technology field of personal computer performances, anti-virus software and mobile applications.

Apperience develops and sells security products that support personal computers. Its products include a wide range of software products for anti-virus, anti-malware, browsing protection and computer performance enhancement, as well as toolbar advertisements. As at 30 September 2013, its flagship product, Advanced SystemCare, has accumulated over 1,000,000 paid subscribers worldwide. According to the internal sales database of the Apperience Group, there are over 6,000,000 free and paid active users (which refer to users who have used the product at least one time in that month) in September 2013.

Apperience delivered satisfactory performance to the Group during the Period. Turnover of the Software Business for the six month period ended 30 September 2013 amounted to approximately HK\$53,286,000. However, the segment result recorded a loss before taxation of approximately HK\$220,832,000 for the same period. The reason for the loss was mainly due to impairment loss on goodwill (“**Goodwill Impairment**”) of approximately HK\$257,496,000 arising from the acquisition of 50.5% of the issued share capital of Apperience. The Goodwill Impairment is a non-cash adjustment and will not affect working capital sufficiency of the Group. The segment result of software business before the Goodwill Impairment and taxation for the Period was approximately HK\$36,664,000.

E-learning Business

On 17 October 2013, the Group has completed the very substantial disposal of Refine Skill and its subsidiaries at a consideration of HK\$8 million. Following the disposal, the Group is now able to allocate more resources in its more profitable businesses.

In July 2013, the Group launched a website for internet education, a website selling e-learning materials (“**Internet Education Website**”) and commenced selling e-Book and the Group will continue to carry out E-learning Business through the Group’s Internet Education Website. As the website was in an initial stage and due to the increased competition in the e-learning market, the management will continually monitor the market trend and the performance of this segment.

Turnover of the E-learning Business for the Period amounted to approximately HK\$2,121,000, showing a decrease of 7.82% from the corresponding period in the last year of approximately HK\$2,301,000. The segment result recorded a loss of approximately HK\$2,191,000 (2012: a profit of approximately HK\$1,116,000). The reason for the loss was mainly due to a drop in turnover and an increase in the amortisation of intangible assets.

業務回顧

二零一三年可說是本公司蛻變的一年。本集團已出售主要從事電子學習業務的Refine Skill Limited (「**Refine Skill**」)及其附屬公司，電子學習業務於本期間內處於虧損狀況。此外，我們已將業務範疇由資訊科技拓展至個人電腦性能軟件、防毒軟件及流動電話應用程式。

軟件業務

完成收購Apperience Corporation (「**Apperience**」) 50.5%已發行股本為本集團長遠策略投資，標誌著其進軍個人電腦性能、防毒軟件及流動電話應用程式的資訊科技領域。

Apperience開發及銷售支援個人電腦的保安產品，其產品包括各種防毒、防惡意程式、瀏覽保護及電腦性能提升的軟件產品以及工具欄廣告。於二零一三年九月三十日，其旗艦產品Advanced SystemCare已於全球累積超過1,000,000名付費用戶。根據Apperience集團內部銷售數據庫，於二零一三年九月有超過6,000,000名免費及付費活躍用戶(即該月份最少使用產品一次的用戶)。

於本期間內，Apperience為本集團帶來令人滿意的表現。截至二零一三年九月三十日止六個月，軟件業務的營業額約為53,286,000港元，惟分部業績於同期則錄得除稅前虧損約220,832,000港元。有關虧損主要源自收購Apperience其中50.5%已發行股本產生的商譽減值虧損(「**商譽減值**」)約257,496,000港元。商譽減值屬非現金調整，不會影響本集團的營運資金充裕度。於本期間內，軟件業務錄得除商譽減值及稅項前分部業績約36,664,000港元。

電子學習業務

於二零一三年十月十七日，本集團已完成出售Refine Skill及其附屬公司的非常重大出售事項，代價為8,000,000港元。出售後，本集團現時得以分配更多資源至更為有利可圖的業務。

於二零一三年七月，本集團推出從事互聯網教育及銷售電子學習產品的網站(「**互聯網教育網站**」)，並開始銷售電子書，而本集團將繼續透過其互聯網教育網站從事電子學習業務。由於網站仍屬初步發展階段，加上電子學習市場競爭日益激烈，管理層將持續監察市場走勢及此分部表現。

於本期間內，電子學習業務的營業額約為2,121,000港元，較去年同期約2,301,000港元減少7.82%。分部業績錄得虧損約2,191,000港元(二零一二年：溢利約1,116,000港元)，主要由於營業額下跌及無形資產攤銷增加所致。

Management Discussions and Analysis

管理層討論及分析

FINANCIAL REVIEW

Turnover

For the Period under review, the turnover of the Group from its continuing operations was approximately HK\$55,407,000, representing an increase of approximately 2,308% compared to the turnover for the nine months period ended 30 September 2012 of approximately HK\$2,301,000. The turnover for the Period was mainly contributed by the Software Business.

Gross profit

The amount of gross profit of the Group for the Period from its continuing operations increased by 1,999% to approximately HK\$44,877,000.

Loss for the Period

The loss attributable to the equity shareholders of the Company for the Period was approximately HK\$210,052,000 compared to the loss attributable to equity shareholders of the Company of approximately HK\$3,727,000 for the nine months period ended 30 September 2012. The main reason for the increase in loss was mainly due to the impairment loss on goodwill of approximately HK\$257,496,000.

The Group recorded a profit attributable to the equity shareholders of the Company was approximately HK\$46,429,000 for the third quarter of 2013 (being the three months ended 30 September 2013) compared to the loss attributable to the equity shareholders of the Company of approximately HK\$2,078,000 for the same period last year. The profit was mainly due to (i) the profit after tax contributed by the subsidiaries of Apperience acquired in March 2013 of approximately HK\$14,399,000, (ii) the unrealised gain arising on change in fair value of the Performance Shares of approximately HK\$40,666,000 and (iii) gain on disposals of subsidiaries of approximately HK\$5,855,000.

財務回顧

營業額

於回顧期間內，本集團來自持續經營業務的營業額約為55,407,000港元，較截至二零一二年九月三十日止九個月期間的營業額約2,301,000港元增加約2,308%。本期間營業額主要來自軟件業務。

毛利

於本期間內，本集團來自持續經營業務的毛利上升1,999%至約44,877,000港元。

本期間虧損

於本期間內，本公司權益股東應佔虧損約為210,052,000港元，而截至二零一二年九月三十日止九個月期間的本公司權益股東應佔虧損則約為3,727,000港元。虧損增加主要由於商譽出現減值虧損約257,496,000港元。

本集團就二零一三年第三季度（即截至二零一三年九月三十日止三個月）錄得本公司權益股東應佔溢利約46,429,000港元，而去年同期則錄得本公司權益股東應佔虧損約2,078,000港元。有關溢利主要來自(i)於二零一三年三月收購的Apperience附屬公司所貢獻除稅後溢利約14,399,000港元；(ii)表現股份公平價值變動所產生未變現收益約40,666,000港元；及(iii)出售附屬公司收益約5,855,000港元。

Management Discussions and Analysis

管理層討論及分析

Liquidity, financial resources and capital structure

As at 30 September 2013, the Group's cash and cash equivalents and pledged deposit amounted to approximately HK\$48,396,000 (2012: HK\$123,635,000), 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 in a 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 falling 12 months from the date of issue of the convertible notes. The noteholder has the right to convert the convertible notes into ordinary shares of the Company at conversion price of HK\$0.10 per conversion share (subject to adjustment) up to (but excluding) the date falling three business days prior to the maturity date. On 25 March 2013, the Company issued a total of 200,000,000 conversion shares to the noteholder pursuant to the exercise of conversion right attaching to the convertible notes at the conversion price of HK\$0.10 per conversion share. The details of the convertible notes and the conversion are set out in the Company's announcements dated 28 September 2012, 14 November 2012 and 19 March 2013 and note 17(b) to these unaudited consolidated financial statements.

On 31 March 2013, upon completion of the acquisition of 50.5% of the issued share capital of Apperience, 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 acquisition. A summary of the principal terms of the convertible notes is set out in the Company's announcement dated 5 December 2012 and the Company's Circular dated 23 February 2013. During the Period, the Company issued a total of 1,333,333,329 conversion shares to the converting noteholders pursuant to the exercise of conversion right attaching to the convertible notes in the aggregate principal amount of HK\$144,000,000 at the conversion price of HK\$0.108 per conversion share. The details of the convertible notes and the conversion are set out in the Company's circular dated 23 February 2013 and Company's announcements dated 5 December 2012, 12 March 2013, 1 April 2013, 2 April 2013, 26 August 2013 and 2 September 2013 and note 17(c) to these unaudited consolidated financial statements.

On 12 March 2013, an ordinary resolution to increase the authorised share capital of the Company 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 passed by the shareholders of the Company at 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\$278,222,765.30 divided into 2,782,227,653 ordinary shares of HK\$0.10 each.

流動資金、財務資源及資本架構

於二零一三年九月三十日，本集團的現金及現金等價物以及已抵押存款約為48,396,000港元(二零一二年：123,635,000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，為無抵押及將於可換股票據發行日期起計12個月當日到期。票據持有人有權按每股普通股0.10港元的兌換價(可予調整)將可換股票據兌換為本公司兌換股份，直至到期日前三個營業日當日(但不包括該日)為止。於二零一三年三月二十五日，本公司就可換股票據所附兌換權按兌換價每股兌換股份0.10港元獲行使而向票據持有人發行合共200,000,000股兌換股份。有關可換股票據及兌換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17(b)。

於二零一三年三月三十一日，完成收購Apperience 50.5%已發行股本後，本公司向收購事項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二零一二年十二月五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。於本期間內，本公司就本金總額為144,000,000港元的可換股票據所附兌換權按兌換價每股兌換股份0.108港元獲行使而向進行兌換的票據持有人發行合共1,333,333,329股兌換股份。有關可換股票據及兌換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，以及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、二零一三年四月二日、二零一三年八月二十六日及二零一三年九月二日的公告，以及未經審核綜合財務報表附註17(c)。

於二零一三年三月十二日，本公司股東於股東特別大會上通過一項普通決議案，內容有關透過額外增設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，本公司的已發行股本為278,222,765.30港元，分為2,782,227,653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 30 September 2013, the total assets of the Group were approximately HK\$791,171,000 (2012: HK\$161,531,000), whereas the total liabilities were approximately HK\$359,230,000 (2012: HK\$6,874,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was 45.4% (2012: 4.26%).

Interim dividend

The Directors do not recommend to pay any interim dividend for the nine months ended 30 September 2013 (2012: HK\$nil).

Charges on the Group's Assets

The Group's pledged bank deposits of approximately US\$80,000 (approximately HK\$621,000) represented deposits pledged to bank to secure banking facilities to the extent of HK\$500,000 granted to the Group. The deposits are in US\$ and at fixed interest rate of 0.05% per annum. At 30 September 2013, the Group had available approximately HK\$307,000 of undrawn banking facilities.

Foreign exchange exposure

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

Following the completion of the acquisition of Apperience Corporation, United States dollars became 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 a sub-placing agent in respect of the subscription for 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 (stock code: 2324). 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.

資產負債比率

於二零一三年九月三十日，本集團的資產總值約為791,171,000港元(二零一二年：161,531,000港元)，而負債總額則約為359,230,000港元(二零一二年：6,874,000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45.4%(二零一二年：4.26%)。

中期股息

董事不建議就截至二零一三年九月三十日止九個月派付任何中期股息(二零一二年：零港元)。

本集團資產抵押

本集團的已抵押銀行存款約80,000美元(約621,000港元)指抵押予銀行作為本集團獲授高達500,000港元銀行融資擔保的存款。有關存款以美元列值，並按固定年利率0.05厘計息。於二零一三年九月三十日，本集團有可動用未提取銀行融資約307,000港元。

外匯風險

於本期間內，本集團的業務活動主要以港元、美元及人民幣列值。

於完成收購Apperience Corporation後，美元成為本集團的主要交易貨幣。由於港元仍在既定範圍內與美元掛鈎，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。

除上述者外，本集團透過密切監察外幣匯率走勢管理其他貨幣的外幣風險，並可能於適當情況下利用對沖衍生工具(如外幣遠期合約)管理其外幣風險。

重大投資

認購可換股債券

於二零一三年三月二十一日，本公司與一名分配售代理簽署配售函件，內容有關認購首都創投有限公司(其股份於聯交所主板上市，股份代號：2324)所發行本金額為3,500,000港元的二零一四年到期10厘息可換股債券。配售已於二零一三年三月二十七日完成。截至本報告日期，本公司並無兌換任何可換股債券。有關交易的詳情載於本公司日期為二零一三年三月二十一日的公告。

Management Discussions and Analysis

管理層討論及分析

Acquisition of Apperience

On 31 March 2013, the Group completed the very substantial acquisition of 50.5% of the issued share capital of Apperience. The details of the Acquisition of Apperience are set out in the Company's announcements dated 5 December 2012, 12 March 2013 and 1 April 2013, the Company's Circular dated 23 February 2013 and the section of business review in this report.

Acquisition of a property

On 15 May 2013, the Group completed the acquisition of 100% of the issued share capital in Dragon Oriental Investment Limited ("**Dragon Oriental**") at a consideration of HK\$42 million which was settled by cash. The principal asset of the Dragon Oriental is a property in Hong Kong. The details of the acquisition of Dragon Oriental are set out in the Company's announcement dated 15 May 2013.

Acquisition of the shares of DX.com Holdings Limited (formerly known as EPRO Limited)

On 13 June 2013, the Group entered into an acquisition agreement for the acquisition of the 248,976,000 shares ("**Acquired Shares**") of DX.com Holdings Limited (formerly known as EPRO Limited) whose shares are listed on the GEM of the Stock Exchange (stock code: 8086), at an aggregate consideration of HK\$79,921,296. The acquisition constitutes a very substantial acquisition for the Company and is subject to approval by the shareholders of the Company and other conditions precedent and the completion of such acquisition took place on 27 August 2013. During the period from the completion date of acquisition to the date of this report, the Group held the Acquired Shares for long-term investment purposes. The details of the acquisition are set out in the Company's announcements dated 13 June 2013 and 27 August 2013, the Company's circular dated 8 August 2013 and note 12 to these unaudited consolidated financial statements.

Significant disposal

Disposal of a property

On 6 June 2013, the Group has entered into a disposal agreement to dispose of the entire issued share capital of Five Stars and the entire amount of the shareholder's loan owing by Five Stars to the Group on the date of completion of the disposal agreement at an aggregate consideration of HK\$13,000,000. The principal asset of Five Stars is a property in Hong Kong. Such disposal is subject to a number of conditions precedent and the completion of such disposal has taken place on 8 August 2013. Details of this disposal are set out in the Company's announcements dated 6 June 2013 and 8 August 2013, and note 14 to these unaudited consolidated financial statements.

收購 Apperience

於二零一三年三月三十一日，本集團完成收購 Apperience 其中 50.5% 已發行股本的非常重大收購。有關收購 Apperience 的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及二零一三年四月一日的公告、本公司日期為二零一三年二月二十三日的通函以及本報告「業務回顧」一節。

收購一項物業

於二零一三年五月十五日，本集團完成收購 Dragon Oriental Investment Limited (「**Dragon Oriental**」) 全部已發行股本，代價 42,000,000 港元以現金支付。Dragon Oriental 的主要資產為一項位於香港的物業。有關收購 Dragon Oriental 的詳情載於本公司日期為二零一三年五月十五日的公告。

收購 DX.com 控股有限公司 (前稱易寶有限公司) 股份

於二零一三年六月十三日，本集團訂立收購協議，以總代價 79,921,296 港元收購 248,976,000 股 DX.com 控股有限公司 (前稱易寶有限公司，其股份於聯交所創業板上市，股份代號：8086) 股份 (「**收購股份**」)。收購構成本公司的非常重大收購，須獲本公司股東批准。收購的其他先決條件及完成已於二零一三年八月二十七日落實。自收購完成日期至本報告日期止期間內，本集團持有收購股份作長線投資用途。有關收購的詳情載於本公司日期為二零一三年六月十三日及二零一三年八月二十七日的公告、本公司日期為二零一三年八月八日的通函以及未經審核綜合財務報表附註 12。

重大出售

出售一項物業

於二零一三年六月六日，本集團訂立出售協議，據此於出售完成日期出售 Five Stars 全部已發行股本及 Five Stars 於出售協議完成日期結欠本集團的全數股東貸款，總代價為 13,000,000 港元。Five Stars 的主要資產為一項位於香港的物業。有關出售須待若干先決條件達成後方可作實，並已於二零一三年八月八日完成。有關是項出售的詳情載於本公司日期為二零一三年六月六日及二零一三年八月八日的公告以及未經審核綜合財務報表附註 14。

Management Discussions and Analysis

管理層討論及分析

Disposal of Refine Skill

On 20 June 2013, the Group entered into a disposal agreement and conditionally agreed to dispose of the entire issued share capital of Refine Skill, at a consideration of HK\$8,000,000. Such disposal is subject to a number of conditions precedent and the completion of such disposal has taken place on 17 October 2013. The details of the disposal are set out in the Company's announcements dated 2 July 2013 and 17 October 2013, and the Company's circular dated 19 September 2013.

Material acquisitions and disposals

Apart from those disclosed in the sections of business review, significant investment and significant disposal disclosed above, the Group had no material acquisition or disposal during the Period.

Employees and remuneration policies

As at 30 September 2013, the Group had approximately 50 employees (2012: 41 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 30 September 2013, there were options to subscribe for 6,200,000 shares of the Company outstanding under the Share Option Scheme.

出售 Refine Skill

於二零一三年六月二十日，本集團訂立出售協議，有條件同意以代價8,000,000港元出售 Refine Skill 全部已發行股本。有關出售須待若干先決條件達成後方可作實，並已於二零一三年十月十七日完成。有關出售的詳情載於本公司日期為二零一三年七月二日及二零一三年十月十七日的公告，以及本公司日期為二零一三年九月十九日的通函。

重大收購及出售

除業務回顧一節所披露者以及上文所披露重大投資及重大出售外，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

於二零一三年九月三十日，本集團於香港及中國聘用約50名(二零一二年：41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，以及促成及協助本集團留聘現有僱員及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標所帶來的經濟成果。於本期間內，概無根據購股權計劃授出購股權。於二零一三年九月三十日，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

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 had complied with the said GEM Listing Rules during the Period.

OUTLOOK

Looking forward, the long term market opportunities continue to be attractive for the Group as viruses, malware threats and other attacks in today's information technology-driven environment are still posing challenges. The Group's priorities for the coming year are clear — to drive growth and market expansion. While investing in new software production and geographical expansion, the Group will continue to closely monitor the latest information technology trend and upgrade its products so as to retain the existing customers and explore new market opportunities.

The Group will push for greater returns from its investments through continually enhancing its treasury function by best utilising its surplus resources. To this end, the Group will consider various ways of increasing returns, including investment in local or global securities markets and property investments. The Board will be positive but prudent on managing its treasury to keep its investment portfolio.

The Group will continue to look for new potential investments and formulate business plans, further diversify its businesses to bring greater value for shareholders in the future.

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條作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

展望未來，由於病毒、惡意程式及其他電腦攻擊不斷為今時今日的資訊科技世界帶來挑戰，故長遠市場機遇對本集團仍具吸引力。本集團來年明確的首要任務為帶動增長及拓展市場。在投資於新軟件生產及擴大地區覆蓋範圍的同時，本集團將繼續密切監察最新資訊科技走勢並更新其產品，務求留住現有客戶及發掘新市場機遇。

本集團將透過善用盈餘資源以持續改善庫務職能，致力提高投資回報。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及進行物業投資。董事會將採取積極而審慎態度執行庫務管理以維持其投資組合。

本集團將繼續物色新潛在投資機遇並制定業務計劃，進一步多元化發展其業務，於將來為股東締造更高價值。

Other Information 其他資料

DIRECTORS' INTERESTS IN CONTRACT

An information technology consultancy service agreement and a supplemental agreement thereto (collectively, the **"IT Consultancy Service Agreement"**) have been entered into between Apperience Corporation as service recipient and Chengdu AOBI Information Technology Co., Ltd. (**"PRC Company"**) (a company owned as to 35% by Mr. Xue Qiushi (**"Mr. Xue"**)), who was appointed as an executive Director on 5 July 2013) as service provider on 15 April 2011 and 10 November 2012 respectively. In accordance with the IT Consultancy Service Agreement, the PRC Company shall provide to Apperience Corporation, among others, the services in relation to the development and research on related technologies and provision of technological applications and implementation on an exclusive basis at a service fee to be agreed among the parties in separate agreement(s) for a term ending 10 November 2015.

An information technology consultancy service agreement (**"2013 IT Consultancy Service Agreement"**) has been entered into between Apperience Corporation as service recipient and the PRC Company as service provider on 31 December 2012 pursuant to which the PRC Company shall provide to Apperience Corporation, among others, the development and update services for certain software of Apperience Corporation at a service fee of US\$2,600,000 for a term ending on 31 December 2013.

On 10 August 2013, the IT Consultancy Service Agreement and the 2013 IT Consultancy Service Agreement were terminated.

A copyright licence agreement (**"Copyright Licence Agreement"**) has been entered into between Apperience Corporation as licensee and the PRC Company as licensor on 18 February 2013 pursuant to which the PRC Company shall grant to Apperience Corporation an exclusive licence to use the copyright of "Advanced SystemCare" registered in the name of the PRC Company in the PRC at nil consideration for a period from the date of the Copyright Licence Agreement to (i) the date on which the relevant copyright is transferred from the PRC Company and registered in the name of Apperience Corporation in the PRC; and (ii) the date on which the copyright of "Advanced SystemCare" has been registered in the name of Apperience Corporation in the US (whichever is the earlier).

Save for the Copyright Licence Agreement in which Mr. Xue Qiushi (an executive Director) is interested through his shareholding in the PRC Company, none of the Directors was materially interested in any contract or arrangement subsisting as at 30 September 2013 which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group at the end of the Period or at any time during the Period.

董事於合約的權益

於二零一一年四月十五日及二零一二年十一月十日，Apperience Corporation (作為服務使用者) 與成都奧畢信息技術有限公司(「中國公司」)，於二零一三年七月五日獲委任為執行董事的薛秋實先生(「薛先生」)擁有其35%權益(作為服務供應商)先後訂立資訊科技顧問服務協議及相關補充協議(統稱「IT顧問服務協議」)。根據IT顧問服務協議，中國公司須向Apperience Corporation獨家提供(其中包括)與研發相關技術以及提供技術應用及實踐有關的服務，服務費將由訂約方另行訂立協議協定，協議年期於二零一五年十一月十日屆滿。

於二零一二年十二月三十一日，Apperience Corporation (作為服務使用者) 與中國公司(作為服務供應商)訂立資訊科技顧問服務協議(「二零一三年IT顧問服務協議」)，據此，中國公司須(其中包括)為Apperience Corporation旗下多項軟件提供開發及更新服務，服務費為2,600,000美元，協議年期於二零一三年十二月三十一日屆滿。

於二零一三年八月十日，IT顧問服務協議及二零一三年IT顧問服務協議已終止。

於二零一三年二月十八日，Apperience Corporation (作為持牌人) 與中國公司(作為發牌人)訂立版權牌照協議(「版權牌照協議」)，據此，中國公司須向Apperience Corporation授出獨家牌照，於中國無償使用以中國公司名義註冊的「Advanced SystemCare」版權，自版權牌照協議日期起至(i)相關版權由中國公司轉移至Apperience Corporation名下及在中國以其名義註冊當日；或(ii)於美國以Apperience Corporation名義註冊「Advanced SystemCare」版權當日(以較早者為準)為止。

除執行董事薛秋實先生透過持有中國公司而於版權牌照協議中擁有權益外，概無董事於二零一三年九月三十日仍然生效且對本集團業務而言屬重大的任何合約或安排中擁有重大權益，亦無董事於本集團任何成員公司於本期間結束時或本期間內任何時間所收購、出售或租賃或擬收購、出售或租賃的任何資產中擁有任何直接或間接權益。

Other Information 其他資料

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

As at 30 September 2013, save as disclosed below, none of the Directors nor chief executives of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or 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 (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required, pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange were as follows:

Aggregate long positions in Shares and underlying Shares of the Company

董事及行政總裁於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉

於二零一三年九月三十日，除下文披露者外，董事及本公司行政總裁概無於本公司或其相聯法團（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、相關股份及債券中，擁有或被視作擁有(i)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及淡倉（包括根據證券及期貨條例有關條文被當作或視作擁有的任何權益及淡倉）；或(ii)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及淡倉；或(iii)根據《創業板上市規則》第5.46條至第5.67條有關董事進行證券交易的規定須知會本公司及聯交所的權益及淡倉如下：

於本公司股份及相關股份的好倉總數

Name of the Director	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital (Note 1) 佔本公司已發行股本概約百分比 (附註1)
董事姓名	持有股份及相關股份的身分	股份及相關股份數目	(附註1)
Xue Qiushi (“Mr. Xue”)	Interest in a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO (Note 2)	4,342,458,328	156.08%
薛秋實(「薛先生」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益(附註2)		

Notes:

- The total number of the 2,782,227,653 Shares in issue as at 30 September 2013 have been used for the calculation of the approximate percentage.
- Ace Source International Limited (“Ace Source”) (being one of the substantial shareholders of the Company whose interests are set out in the section headed “Interests discloseable under the Securities and Futures Ordinance (the “SFO”) and substantial shareholders and other persons interest in securities” in this report) is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source pursuant to Part XV of the SFO. Based on the Director's/Chief Executive's Notice – Interests in Shares of Listed Corporation filed by Mr. Xue on 3 September 2013, among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares with an exercise period from 31 March 2013 to 31 March 2017 and can be exercised at the exercise price of HK\$0.108 per Share.

附註：

- 概約百分比按於二零一三年九月三十日的已發行股份總數2,782,227,653股計算。
- Ace Source International Limited (「Ace Source」，為本公司主要股東之一，其權益載於本報告「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」一節)由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持全部股份／相關股份中擁有權益。根據薛先生於二零一三年九月三日提呈的董事／最高行政人員通知 – 上市法團股份權益，該4,342,458,328股股份／相關股份其中3,749,865,737股為相關股份，行使期為二零一三年三月三十一日至二零一七年三月三十一日，可按每股0.108港元的行使價行使。

Other Information 其他資料

Aggregate long positions in shares and underlying shares of the associated corporation of the Company

於本公司相聯法團股份及相關股份的好倉總數

Name of the Director	Name of the associated corporation	Capacity in which the shares are held	Number of shares	Approximate percentage of the associated corporation's issued share capital 佔相聯法團已發行股本概約百分比
董事姓名	相聯法團名稱	持有股份的身分	股份數目	
Mr. Xue	Apperience	Interest in a controlled corporation (Note)	3,882,391	18.79%
薛先生	Apperience	受控法團權益(附註)		

Note: 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 in Apperience (being an associated corporation of the Company) pursuant to Part XV of the SFO.

附註：Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持Apperience(為本公司相聯法團)全部股份中擁有權益。

Aggregate long position in debentures of the Company

於本公司債券的好倉總數

Name of Director	Capacity in which the debentures are held	Amount of debentures
董事姓名	持有債券的身分	債券金額
Mr. Xue	Interest in a controlled corporation and other (Note)	HK\$248,132,500
薛先生	受控法團權益及其他(附註)	248,132,500 港元

Note: Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the debentures held by Ace Source pursuant to Part XV of the SFO.

附註：Ace Source由薛先生全資實益擁有。因此，根據證券及期貨條例第XV部，薛先生被視作於Ace Source所持全部債券中擁有權益。

Mr. Xue was appointed as an executive Director on 5 July 2013. Ace Source is a company wholly and beneficially owned by Mr. Xue and therefore he is deemed to be interested in all the shares and underlying shares of the Company held by Ace Source pursuant to Part XV of the SFO. Interests in shares and underlying shares of the Company in which Ace Source is interested are set out in the paragraph headed "Interests discloseable under the Securities and Futures Ordinance (the "SFO") and substantial shareholders and other persons interest in securities" in this report. Mr. Xue is also the sole director of Ace Source.

薛先生於二零一三年七月五日獲委任為執行董事。Ace Source為由薛先生全資實益擁有的公司，故彼根據證券及期貨條例第XV部被視作於Ace Source所持全部本公司股份及相關股份中擁有權益。Ace Source所擁有本公司股份及相關股份權益，載於本報告「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」一段。薛先生亦為Ace Source唯一董事。

Other Information 其他資料

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

Save for the zero coupon convertible notes issued by the Company in accordance with the acquisition agreement in relation to the acquisition of 50.5% of the issued share capital of Apperience Corporation dated 15 November 2012 and the performance shares which may be issued by the Company in accordance with the terms and conditions of such acquisition agreement in which Mr. Xue is interested (through his holding of shares in Ace Source, being one of the vendors of Apperience Corporation), 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, the existing share option scheme was approved by shareholders of the Company at an extraordinary general meeting. Such 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.

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

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 30 September 2013 於二零一三年九月三十日 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.

The details of share options granted are set out in the Company's circular and announcement 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, and 15 July 2011, the circular dated 27 June 2011, and the next day disclosure return dated 18 July 2011.

董事及行政總裁收購股份或債務證券的權利

除薛先生透過持有 Apperience Corporation 其中一名賣方 Ace Source 的股份而於本公司根據日期為二零一二年十一月十五日有關收購 Apperience Corporation 其中 50.5% 已發行股本的收購協議所發行零息可換股票據及本公司可能根據該收購協議項下條款及條件予以發行的表現股份中擁有權益外，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現有購股權計劃。該計劃旨在讓本公司可向董事或僱員授出購股權及增聘優秀僱員，讓彼等直接分享本集團達成長遠業務目標所帶來的經濟成果。

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* 向本公司一名顧問授出 6,200,000 份* 購股權。

根據購股權計劃授出的購股權於本期間內變動詳情如下：

* 經日期為二零一一年七月十八日的股份合併調整。

有關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通函及公告。有關股份合併的詳情載於本公司日期為二零一一年六月十三日、二零一一年六月十五日及二零一一年七月十五日的公告、本公司日期為二零一一年六月二十七日的通函以及日期為二零一一年七月十八日的翌日披露報表。

Other Information 其他資料

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

As at 30 September 2013, the following persons (other than Directors or chief executives 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:

主要股東

於二零一三年九月三十日，除董事或本公司行政總裁外，以下人士於本公司股份或相關股份中，擁有或被當作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條須存置的登記冊的權益或淡倉如下：

Long positions in the Shares and underlying Shares

於股份及相關股份的好倉

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital <i>Note (16)</i> 佔本公司已發行股本概約百分比 <i>附註(16)</i>	Notes
主要股東	持有股份及相關股份的身分	股份及相關股份數目		附註
Wise Action Limited (“ Wise Action ”) 智僑有限公司(「智僑」)	Beneficial owner 實益擁有人	756,815,555	27.20%	(1)
Rosy Lane Investments Limited (“ Rosy Lane ”) Rosy Lane Investments Limited (「 Rosy Lane 」)	Interest of a controlled corporation 受控法團權益	756,815,555	27.20%	(1)
Hong Kong Education (Int'l) Investments Limited (“ HK EDU INTL ”) (formerly known as Modern Education Group Limited) 香港教育(國際)投資集團有限公司 (「香港教育國際」) (前稱現代教育集團有限公司)	Interest of a controlled corporation 受控法團權益	756,815,555	27.20%	(1)
Access Magic Limited (“ Access Magic ”) Access Magic Limited (「 Access Magic 」)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO 實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	4,342,458,328	156.08%	(2)
Dong Yuguo (“ Mr. Dong ”) 董雨果(「董先生」)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO 受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	4,342,458,328	156.08%	(2), (3)
Ace Source Ace Source	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO 實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	4,342,458,328	156.08%	(4)

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital <i>Note (16)</i> 佔本公司已發行股本概約百分比 附註(16)	Notes
主要股東	持有股份及相關股份的身分	股份及相關股份數目		附註
Wealthy Hope Limited (“ Wealthy Hope ”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	4,342,458,328	156.08%	(5)
Wealthy Hope Limited (「 Wealthy Hope 」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Chen Liang (“ Mr. Chen ”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	4,342,458,328	156.08%	(5), (6)
陳亮(「 陳先生 」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Well Peace Global Limited (“ Well Peace ”)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO	4,342,458,328	156.08%	(7)
Well Peace Global Limited (「 Well Peace 」)	實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Lian Ming (“ Mr. Lian ”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	4,342,458,328	156.08%	(7), (8)
連銘(「 連先生 」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
Best Attained Holdings Limited (“ Best Attained ”)	Beneficial owner	1,201,041,307	43.17%	(9)
Best Attained Holdings Limited (「 Best Attained 」)	實益擁有人			
IDG-Accel China Growth Fund II L.P. (“ IDG-Accel ”)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO	4,342,458,328	156.08%	(9), (10)
IDG-Accel China Growth Fund II L.P. (「 IDG-Accel 」)	受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Investors II L.P. (“ IDG-Accel Investors ”)	Interests deemed under sections 317(1)(a) and 318 of the SFO	4,342,458,328	156.08%	(11)
IDG-Accel China Investors II L.P. (「 IDG-Accel Investors 」)	根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益			
IDG-Accel China Growth Fund II Associates L.P. (“ IDG-Accel II Associates ”)	Interest of a controlled corporation	4,342,458,328	156.08%	(9), (10), (11), (12)
IDG-Accel China Growth Fund II Associates L.P. (「 IDG-Accel II Associates 」)	受控法團權益			
IDG-Accel China Growth Fund GP II Associates Ltd. (“ IDG-Accel GP II ”)	Interest of a controlled corporation	4,342,458,328	156.08%	(9), (10), (11), (12)
IDG-Accel China Growth Fund GP II Associates Ltd. (「 IDG-Accel GP II 」)	受控法團權益			

Other Information 其他資料

Substantial shareholders	Capacity in which the Shares and underlying Shares are held	Number of Shares and underlying Shares	Approximate percentage of the Company's issued share capital <i>Note (16)</i> 佔本公司已發行股本概約百分比 附註(16)	Notes
主要股東	持有股份及相關股份的身分	股份及相關股份數目	附註(16)	附註
Zhou Quan (“ Mr. Zhou ”) 周全(「周先生」)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO 受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	4,342,458,328	156.08%	(9), (10), (11), (12)
Ho Chising (“ Mr. Ho ”) Ho Chising (「 Ho 先生」)	Interest of a controlled corporation and interests deemed under sections 317(1)(a) and 318 of the SFO 受控法團權益及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	4,342,458,328	156.08%	(9), (10), (11), (12)
THL A1 Limited (“ THL ”) THL A1 Limited (「 THL 」)	Beneficial owner and interests deemed under sections 317(1)(a) and 318 of the SFO 實益擁有人及根據證券及期貨條例第317(1)(a)及318條被視作擁有的權益	4,342,458,328	156.08%	(13)
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	4,342,458,328	156.08%	(13)
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	4,342,458,328	156.08%	(13), (14)
MIH (Mauritius) Limited (“ MIH Mauritius ”) MIH (Mauritius) Limited (「 MIH Mauritius 」)	Interest of a controlled corporation 受控法團權益	4,342,458,328	156.08%	(13), (14), (15)
MIH Ming He Holdings Limited (“ MIH Ming He ”) MIH Ming He Holdings Limited (「 MIH Ming He 」)	Interest of a controlled corporation 受控法團權益	4,342,458,328	156.08%	(13), (14), (15)
MIH Holdings (Proprietary) Limited (“ MIH Proprietary ”) (formerly known as “MIH Holdings Limited”) MIH Holdings (Proprietary) Limited (「 MIH Proprietary 」)(前稱「MIH Holdings Limited」)	Interest of a controlled corporation 受控法團權益	4,342,458,328	156.08%	(13), (14), (15)
Naspers Limited (“ Naspers ”) Naspers Limited (「 Naspers 」)	Interest of a controlled corporation 受控法團權益	4,342,458,328	156.08%	(13), (14), (15)

Other Information 其他資料

Notes:

- (1) Wise Action is wholly and beneficially owned by Rosy Lane. Rosy Lane is wholly owned by HK EDU INTL. Each of HK EDU INTL and Rosy Lane was deemed to be interested in all the 756,815,555 Shares held by Wise Action pursuant to Part XV of the SFO.
- (2) Access Magic was interested in 1,003,067,671 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 3,339,390,657 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares.
- (3) Access Magic is wholly and beneficially owned by Mr. Dong. As such, Mr. Dong is deemed to be interested in all the Shares/underlying Shares held by Access Magic pursuant to Part XV of the SFO.
- (4) Ace Source was interested in 1,421,059,131 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 2,921,399,197 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares. Ace Source is wholly and beneficially owned by Mr. Xue. As such, Mr. Xue is deemed to be interested in all the Shares/underlying Shares held by Ace Source. Mr. Xue's interests in the Shares and underlying Shares of the Company are disclosed in the paragraph headed "Directors' and Chief Executives' Interests or Short Positions in the Shares, Underlying Shares or Debentures of the Company or any Associated Corporations" in this report.
- (5) Wealthy Hope was interested in 250,754,210 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 4,091,704,118 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares.
- (6) Wealthy Hope is wholly and beneficially owned by Mr. Chen. As such, Mr. Chen is deemed to be interested in all the Shares/underlying Shares held by Wealthy Hope pursuant to Part XV of the SFO.
- (7) Well Peace was interested in 250,754,210 Shares/underlying Shares in the capacity as the beneficial owner and was deemed to be interested in 4,091,704,118 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares.
- (8) Well Peace is wholly and beneficially owned by Mr. Lian. As such, Mr. Lian is deemed to be interested in all the Shares/underlying Shares held by Well Peace pursuant to Part XV of the SFO.
- (9) Best Attained was interested in 1,201,041,307 underlying Shares in the capacity as the beneficial owner.
- (10) Best Attained is 92.44% owned by IDG-Accel. As such, IDG-Accel is deemed to be interested in all the Shares/underlying Shares held by Best Attained pursuant to Part XV of the SFO.

IDG-Accel was deemed to be interested in 1,201,041,307 Shares/underlying Shares as interest in its controlled corporation and was deemed to be interested in 3,141,417,021 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares.

附註:

- (1) 智僑由 Rosy Lane 全資實益擁有。Rosy Lane 由香港教育國際全資擁有。根據證券及期貨條例第 XV 部，香港教育國際及 Rosy Lane 各自被視作於智僑所持全部 756,815,555 股股份中擁有權益。
- (2) Access Magic 以實益擁有人身分於 1,003,067,671 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 3,339,390,657 股股份／相關股份權益。於該等 4,342,458,328 股股份／相關股份中，3,749,865,737 股為相關股份。
- (3) Access Magic 由董先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，董先生被視作於 Access Magic 所持全部股份／相關股份中擁有權益。
- (4) Ace Source 以實益擁有人身分於 1,421,059,131 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 2,921,399,197 股股份／相關股份權益。於該等 4,342,458,328 股股份／相關股份中，3,749,865,737 股為相關股份。Ace Source 由薛先生全資實益擁有。因此，薛先生被視作於 Ace Source 所持全部股份／相關股份中擁有權益。薛先生於本公司股份及相關股份的權益本報告「董事及行政總裁於本公司或任何相聯法團的股份、相關股份或債券的權益或淡倉」一段披露。
- (5) Wealthy Hope 以實益擁有人身分於 250,754,210 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 4,091,704,118 股股份／相關股份權益。於該等 4,342,458,328 股股份／相關股份中，3,749,865,737 股為相關股份。
- (6) Wealthy Hope 由陳先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，陳先生被視作於 Wealthy Hope 所持全部股份／相關股份中擁有權益。
- (7) Well Peace 以實益擁有人身分於 250,754,210 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 4,091,704,118 股股份／相關股份權益。於該等 4,342,458,328 股股份／相關股份中，3,749,865,737 股為相關股份。
- (8) Well Peace 由連先生全資實益擁有。因此，根據證券及期貨條例第 XV 部，連先生被視作於 Well Peace 所持全部股份／相關股份中擁有權益。
- (9) Best Attained 以實益擁有人身分於 1,201,041,307 股相關股份中擁有權益。
- (10) Best Attained 由 IDG-Accel 擁有 92.44% 權益。因此，根據證券及期貨條例第 XV 部，IDG-Accel 被視作於 Best Attained 所持全部股份／相關股份中擁有權益。

IDG-Accel 透過所持受控法團權益被視作於 1,201,041,307 股股份／相關股份中擁有權益，並根據證券及期貨條例第 317(1)(a) 及 318 條被視作擁有 3,141,417,021 股股份／相關股份權益。於該等 4,342,458,328 股股份／相關股份中，3,749,865,737 股為相關股份。

Other Information 其他資料

(11) IDG-Accel Investors was deemed to be interested in 4,342,458,328 Shares/underlying Shares in accordance with sections 317(1)(a) and 318 of the SFO. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares.

(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/underlying Shares held by IDG-Accel II Associates and IDG-Accel Investors.

Best Attained is 92.44% owned by IDG-Accel which is in turn wholly owned by IDG-Accel II Associates. As such, IDG-Accel II Associates was deemed to be interested in all the Shares/underlying Shares held by Best Attained pursuant to Part XV of the SFO.

(13) Based on the corporate substantial shareholder notice filed by Tencent on 16 September 2013, THL is wholly owned by Tencent and as such, Tencent is deemed to be interested in all 4,342,458,328 Shares/underlying Shares held by its controlled corporation THL pursuant to Part XV of the SFO. THL was interested in 215,781,799 Shares/underlying Shares in the capacity of beneficial owner and 4,126,676,529 Shares/underlying Shares in other capacities. Among these 4,342,458,328 Shares/underlying Shares, 3,749,865,737 of which were underlying Shares.

(14) Based on the corporate substantial shareholder notice filed by MIH TC Holdings on 19 September 2013, THL is wholly owned by Tencent and Tencent is 33.91% owned by MIH TC Holdings. As such, MIH TC Holdings is deemed to be interested in all the 4,342,458,328 Shares/underlying Shares held by its controlled corporations THL and Tencent pursuant to Part XV of the SFO.

(15) Based on the corporate substantial shareholder notice filed by Naspers on 19 September 2013, THL is wholly owned by Tencent, Tencent is 33.91% owned by MIH TC Holdings, which is in turn 90% owned by MIH Mauritius. MIH Mauritius is wholly owned by MIH Ming He, which is in turn wholly owned by MIH Proprietary (formerly known as MIH Holdings Limited). MIH Proprietary is wholly owned by Naspers. Based on the above relationship, each of MIH Mauritius, MIH Ming He, MIH Proprietary and Naspers are deemed to be interested in all the 4,342,458,328 Shares/underlying Shares held by their controlled corporations pursuant to Part XV of the SFO.

(16) The total number of the 2,782,227,653 Shares in issue as at 30 September 2013 have been used for the calculation of the approximate percentage.

Save as disclosed above, as at 30 September 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.

(11) IDG-Accel Investors 根據證券及期貨條例第317(1)(a)及318條被視作擁有4,342,458,328股股份／相關股份權益。於該等4,342,458,328股股份／相關股份中，3,749,865,737股為相關股份。

(12) IDG-Accel GP II 分別擁有IDG-Accel II Associates及IDG-Accel Investors全部股權。IDG-Accel GP II由Ho先生及周先生分別擁有50%權益。因此，Ho先生、周先生及IDG-Accel GP II各自被視作於IDG-Accel II Associates及IDG-Accel Investors所持全部股份／相關股份中擁有權益。

Best Attained由IDG-Accel擁有92.44%權益，而IDG-Accel則由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被視作於Best Attained所持全部股份／相關股份中擁有權益。

(13) 根據騰訊於二零一三年九月十六日提呈的企業主要股東通知，THL由騰訊全資擁有，因此，根據證券及期貨條例第XV部，騰訊被視作透過其受控法團THL於全部4,342,458,328股股份／相關股份中擁有權益。THL以實益擁有人身分於215,781,799股股份／相關股份中擁有權益，並以其身分於4,126,676,529股股份／相關股份中擁有權益。於該等4,342,458,328股股份／相關股份中，3,749,865,737股為相關股份。

(14) 根據MIH TC Holdings於二零一三年九月十九日提呈的企業主要股東通知，THL由騰訊全資擁有，而騰訊由MIH TC Holdings擁有33.91%權益。因此，根據證券及期貨條例第XV部，MIH TC Holdings被視作透過其受控法團THL及騰訊於全部4,342,458,328股股份／相關股份中擁有權益。

(15) 根據Naspers於二零一三年九月十九日提呈的企業主要股東通知，THL由騰訊全資擁有，騰訊由MIH TC Holdings擁有33.91%權益，而MIH TC Holdings由MIH Mauritius擁有90%權益。MIH Mauritius由MIH Ming He全資擁有，MIH Ming He由MIH Proprietary（前稱MIH Holdings Limited）全資擁有。MIH Proprietary由Naspers全資擁有。基於上述關係，根據證券及期貨條例第XV部，MIH Mauritius、MIH Ming He、MIH Proprietary及Naspers各自被視作透過其受控法團於全部4,342,458,328股股份／相關股份中擁有權益。

(16) 概約百分比按於二零一三年九月三十日的已發行股份總數2,782,227,653股計算。

除上文披露者外，於二零一三年九月三十日，據董事所知，概無其他人士於本公司股份或相關股份中，擁有或被當作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條須存置的登記冊的權益或淡倉。

Other Information 其他資料

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 2 October 2013 in relation to the appointment of independent non-executive director of the Company. Mr. Lam Kit Sun (“**Mr. Lam**”) was appointed as an independent non-executive director on 2 October 2013 and his biographical details are set out in the announcement of the Company dated 2 October 2013.

CHANGE OF AUDITOR

On 31 October 2013, Baker Tilly Hong Kong Limited, who acted as auditor of the Company, resigned and RSM Nelson Wheeler was appointed as the new auditor of the Company. The details of the change of auditor are set out in the Company’s announcement dated 31 October 2013.

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 and A.2.1 which are explained below.

Under the Code Provision A.4.1, non-executive Directors should be appointed for a specific term and subject to re-election. Certain 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.

Under the Code Provision A.2.1, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Since the former Chief Executive Officer of the Company, Mr. Ng Kay Kwok, retired on 24 May 2013, Mr. Chi Chi Hung, Kenneth, the Chairman of the Board, has temporarily taken up the role as Chief Executive Officer of the Company for a transitional period with a view to identifying a suitable candidate. Subsequently on 5 July 2013, the Company appointed Mr. Xue Qiushi, as an Executive Director and the Chief Executive Officer of the Company, and the Company has duly complied with the Code Provision A.2.1 on 5 July 2013.

委任獨立非執行董事

茲提述本公司日期為二零一三年十月二日的公告，內容有關委任本公司獨立非執行董事。林傑新先生(「**林先生**」)已於二零一三年十月二日獲委任為獨立非執行董事，其履歷詳情載於本公司日期為二零一三年十月二日的公告。

更換核數師

於二零一三年十月三十一日，本公司核數師天職香港會計師事務所有限公司已辭任，而中瑞岳華(香港)會計師事務所已獲委任為本公司新任核數師。有關更換核數師的詳情載於本公司日期為二零一三年十月三十一日的公告。

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，董事或本公司管理層股東(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條及第A.2.1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。本公司若干現任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膺選連任。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。

根據守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。由於本公司前行政總裁吳祺國先生於二零一三年五月二十四日退任，故董事會主席季志雄先生於過渡期內暫時負責本公司行政總裁職務，以便物色合適人選。其後，本公司於二零一三年七月五日委任薛秋實先生為本公司執行董事兼行政總裁，故本公司於二零一三年七月五日已妥為遵守守則條文第A.2.1條。

Other Information 其他資料

As at 30 August 2013, the Company has adopted the Board Diversity Policy in accordance to the Code Provision A5.6 and revised the terms of reference of Nomination Committee accordingly.

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.

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.

On behalf of the Board
M Dream Inworld Limited
Chi Chi Hung, Kenneth
Chairman

8 November 2013

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

於二零一三年八月三十日，本公司已根據守則條文第A5.6條採納董事會成員多元化政策，並對提名委員會的職權範圍作出相應修訂。

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，並以書面訂明職權範圍。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。

於披露及刊發本集團本期間未經審核綜合業績前，審核委員會已審閱及討論有關資料。

足夠公眾持股量

根據本公司所得公開資料及就本公司董事所知，於本報告日期，本公司的公眾持股量維持於《創業板上市規則》所指定水平。

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。

代表董事會
聯夢活力世界有限公司
主席
季志雄

二零一三年十一月八日

於本報告日期，董事會成員包括執行董事季志雄先生及薛秋實先生；及獨立非執行董事譚比利先生、陳凱寧女士、余伯仁先生及林傑新先生。

