亞洲資產（控股）有限公司
ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8025)

Third Quarterly Report 2011

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

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

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors of Asian Capital Resources (Holdings) Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purpose of giving information with regard to Asian Capital Resources (Holdings) Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

As at the date of this report, the executive directors of the Company are Mr. Xie Xuan (Chairman) and Mr. Qiu Yue; the non-executive directors are Mr. Lo Mun Lam, Raymond (Vice Chairman), and Mr. Andrew James Chandler; and the independent non-executive directors are Mr. Wu Jixue, Mr. Zhang Daorong, and Dr. Feng Ke.

UNAUDITED CONDENSED CONSOLIDATED RESULTS

The board of directors (the "Board") of Asian Capital Resources (Holdings) Limited (the "Company") present the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the three and six months ended 30 September 2011 together with the comparative figures for the corresponding periods in 2010 as follows:

		For the three months ended 30 September		For the nine months ended 30 September	
		2011	2010	**2011**	2010
	Notes	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
Turnover	*2*	**1,928**	1,645	**5,116**	4,786
Cost of services		**(131)**	(274)	**(1,617)**	(1,240)
Gross profit		**1,797**	1,371	**3,499**	3,546
Other revenue		**—**	58	**—**	60
Gain on Deregistration of a subsidiary		**26,500**	—	**26,500**	—
Interest income		**—**	1	**2**	2
Staff costs		**(875)**	(573)	**(2,211)**	(2,093)
Operating lease rentals		**(73)**	(56)	**(186)**	(257)
Other operating expenses		**(175)**	(1,511)	**(1,183)**	(3,151)
Depreciation and amortization		**(4,908)**	(7,825)	**(14,721)**	(23,491)
Profit/Loss from operating activities		**22,266**	(8,535)	**11,700**	(25,384)
Finance costs		**(259)**	(246)	**(761)**	(693)
Profit/Loss before taxation		**22,007**	(8,781)	**10,939**	(26,077)
Taxation	*3*	**—**	—	**557**	(2)
Profit/Loss for the period		**22,007**	(8,781)	**11,496**	(26,079)
Attributable to:					
Equity holders of the Company		**22,117**	(8,877)	**11,484**	(27,003)
Non controlling interest		**(110)**	96	**12**	924
		22,007	(8,781)	**11,496**	(26,079)
Earning/Loss per share — Basic	*4*	**2.04 cents**	(0.91 cents)	**1.07 cents**	(2.79 cents)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited Consolidated Statement of Changes in Equity for the six months ended 30 September 2011 and the nine months ended 30 September 2010:

	Attributable to equity holders of the Company								
	Share capital	Share premium	Capital reserve	Translation Reserves	Convertible notes Reserve	Accumulated reserve	Sub-total	Non-Controlling Interests	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
As at 1 January 2010	96,342	119,693	26,020	(1,113)	—	(310,359)	(69,417)	77,840	8,423
Movement for the period	1,300	2,275	—	(3)	—	(27,003)	(23,431)	924	(22,507)
As at 30 September 2010	97,642	121,968	26,020	(1,116)	—	(337,362)	(92,848)	78,764	(14,084)
As at 1 January 2011	**98,842**	**124,060**	**26,020**	**(3,456)**	**11,979**	**(378,075)**	**(120,630)**	**30,213**	**(90,417)**
Movement for the period	**9,427**	**8,480**	**—**	**—**	**(2,821)**	**11,484**	**26,570**	**12**	**26,582**
As at 30 September 2011	**108,269**	**132,540**	**26,020**	**(3,456)**	**9,158**	**(366,591)**	**(94,060)**	**30,225**	**(63,835)**

Notes:

1. **BASIS OF PREPARATION**

The unaudited quarterly financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), and accounting principles generally accepted in Hong Kong and the GEM Listing Rules. The principal accounting policies adopted in preparing these financial statements are consistent with those followed in the Group's annual audited consolidated financial statements for the year ended 31 December 2010.

2. **TURNOVER**

The Group's turnover represents the invoiced value of service fees from the provision of internet protocol television ("IPTV") services; and excludes intra-Group transactions as follows:

	For the three months ended 30 September		**For the nine months ended 30 September**	
	2011	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
IPTV services fees	**1,928**	1,645	**5,116**	4,786
Total turnover	**1,928**	1,645	**5,116**	4,786

3. **TAXATION**

	For the three months ended 30 September		**For the nine months ended 30 September**	
	2011	2010	**2011**	2010
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*
Hong Kong profits tax	**—**	—	**557**	—
PRC income tax	**—**	—	**—**	(2)
	—	—	**557**	(2)

No Hong Kong profits tax has been provided for the nine months ended 30 September 2011 as the Group has no assessable profit in Hong Kong for the period.

4. **EARNINGS PER SHARE**

The calculation of basic earnings per share for the three months and nine months ended 30 September 2011 is based on the net earnings from ordinary activities attributable to equity holders of the Company of approximately HK$22,117,000 (2010: HK$8,877,000 (loss)) and HK$11,484,000 (2010: HK$27,003,000 (loss)) and the weighted average number of ordinary shares of approximately 1,069,613,383 and 1,082,687,986 respectively (2010: 975,840,208 and 967,543,447) during the periods.

DIVIDEND

The Board does not recommend the payment of dividend for the nine months ended 30 September 2011 (2010: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL REVIEW

Turnover and loss attributable to shareholders

The total turnover of the Group for the nine months ended 30 September 2011 was approximately HK$5,116,000 (2010: HK$4,786,000) which was slightly increased by approximately 6.9% as compared to that of the previous financial year. The increase in the total turnover of the Group was attributable to further development of the Group's IPTV division.

The unaudited consolidated profit from operations for the nine months ended 30 September 2011 was approximately HK$11,496,000, which is a substantial increase in the Company's operating profit, as compared with the loss recorded for corresponding period last year, HK$26,079,000. The reporting of a profit for the period is mainly attributable to the statement of the substantial gain on the deregistration of a subsidiary of the Company in the Company's unaudited condensed consolidated income statement for the nine months ended 30 September 2011 in the amount of approximately HK$26,500,000 (the "Gain on Deregistration").

The Gain on Deregistration is a direct result of the deregistration of Asian Information Resources Techlogic Limited ("AIR Techlogic") during the reporting period, which prior to its deregistration was the beneficial owner of 60% of the entire issued share capital of Ever-OK International Co., Limited ("Ever-OK"). Prior to the discontinuation of the business operations of Ever-OK, Ever-OK operated the Group's logistics division. As part of discontinuance of the business operations of Ever-OK, and in order to reduce the Company's potential liabilities, the Board determined it was in the best interests of the Company and the Company's shareholders as a whole to initiate the deregistration of AIR Techlogic.

The Board has determined that upon the deregistration of AIR Techlogic, the Company no longer is required to bear the liabilities of Ever-OK resulting in the Gain on Deregistration needing to be stated in the Company's unaudited condensed consolidated income statement. The Board considers that the Gain on Deregistration is an extraordinary item of a non-recurring nature.

Provision has also been made for amortisation on the intangible assets of the Group in the amount of approximately HK$14,127,000 as the Board has adopted a prudent approach and determined that amortisation on the intangible assets provision should be made on the intangible assets of the Group, while having regards for the applicable Hong Kong accounting standard HKAS 36.

The intangible assets of the Group are comprised of the IPTV permit, namely the "Broadcast of Audio-Video Program On Web Permit" (信息網路傳播視聽節目許可證) (the "Permit") currently held by Guangzhou Wavecom Communications and Advertising Limited ("Guangzhou Wavecom"). Guangzhou Wavecom is a wholly-owned subsidiary of the Company and possession of the Permit allows Guangzhou Wavecom's subsidiary, South Pearl Limited, to operate the Group's IPTV division in the greater southern China region. The Permit has been granted by Guangzhou Television Broadcast Microwave General Station ("Guangzhou Television Station") to Guangzhou Wavecom. Possession of the Permit allows, and is a prerequisite to South Pearl Limited being able to act as the exclusive service provider of Guangzhou Television Station's programmes, advertising and other IPTV services within the greater southern China region. The Permit commenced on 1 October 2007 and will expire on 30 September 2015.

The Group's gross profit margin is decreased from 74% for the nine months ended 30 September 2010 to 68% for the current period.

Financial cost

The financial cost of the Group for the nine months ended 30 September 2011 was approximately HK$761,000 (2010: HK$693,000) which was increased by approximately 9.8% as compared to that of the same period of last year.

Liquidity, financial resources and capital structure

For the nine months ended 30 September 2011, the Group's borrowing consists of a loan from its immediate holding company of HK$20,598,000 (2010: HK$19,594,000). The Group had a cash balance of approximately HK$248,000 (2010: HK$2,642,000).

The Group continues to adopt a prudent treasury policy to maintain its cash balance either in Hong Kong Dollars, or in the local currencies of the operating subsidiaries, maintaining a minimum exposure to foreign exchange risks.

The issued share capital of the Group for the nine months ended 30 September 2011 has increased to HK$108,268,799 as compared with that for the same period last year (2010: HK$97,641,799).

Gearing Ratio

For the nine months ended 30 September 2011, the gearing ratio of the Group, expressed as a percentage of net debt divided by total capital plus net debt, was 232.85% (2010: 129.01%).

Employee and remuneration policies

For the nine months ended 30 September 2011, the Group employed a total of 18 employees (2010: 21), of which 4 were located in Hong Kong and the remaining 14 were located in the PRC. The Group's remuneration policies are in line with the prevailing market practices and formulated on the basis of performance and experience of the employees. The salary and related benefits of the employees are rewarded on a performance related basis and the general remuneration structure of the Group is subject to review annually.

OPERATIONAL REVIEW

During the period under review, the Group sought to further enlarge its revenue base through the further development of the Group's IPTV division which currently provides IPTV value added services to the greater southern China region. The Company has a sufficient level of operations in its IPTV division and has sufficient assets to operate its business as a going concern. The Company does not have any financial difficulties to an extent which may seriously impair the Company's ability to continue its business. The Company also has, in addition to those assets held by the IPTV division, sufficient assets to operate its business due to the continuing support of the Company's immediate holding company.

The Board, looking forward, is contemplating transferring the investment operations of the Group, which will allow the Company to focus on project investments which will derive value for the Company's shareholders, and pave the way for the Company's future growth, both in terms of revenue streams and profits achieved from its business operations.

Performance of operating divisions

Information Technology Division

The Group has been positioning its IPTV division towards becoming a major provider of IPTV technology and upgrades, contents and high-definition value added services ("Direct IPTV Services") and the provision of advertising slots and services ("Downstream Services") to the customers of established internet and network services providers which South Pearl Limited ("South Pearl") is currently in partnership with within the greater southern China region.

As to South Pearl's provision of Direct IPTV Services, having established and upgraded its necessary networks, South Pearl expects that it will launch the provision of Direct IPTV Services with associated value-added services in full force in the next one to two years, and that the expected potential subscribers to the proposed Direct IPTV Services to be provided, upon completion of the development and implementation of this technology platform, is expected to be no less than 50,000 subscribers.

South Pearl is now also actively negotiating further agreements with other third parties for the provision of Downstream Services, the revenue from which will be derived once the direct IPTV services network issues are addressed and the Direct IPTV Services are provided to South Pearl's potential customer base for the receipt of Direct IPTV Services.

The Board is of the view that the key competitive strength of the Group, with regards to the IPTV division, is its exclusive right of usage of Broadcast of Audio-Video Program On Web Permit (信息網絡傳播視聽節目許可證) (the "Permit") granted from Guangzhou Television Broadcast Microwave General Station (廣州市廣播電視微波總站). To date, the Group's IPTV division has secured the necessary operating licenses and has fulfilled the necessary research, development and technology investment, to position itself for the provision of Direct IPTV Services to the greater southern China region.

Whilst the Board has been adopting a prudent and cautious approach with regard to further investing, developing and expanding the Group's IPTV division, the Board has been very actively involved in developing the IPTV division such that it has sufficient assets and a sufficient level of operations which the Board is of the view delivers present, and more positively looking forward, should deliver future enhanced benefits for the Company's shareholders.

Financial Consultancy

Apart from the aforementioned operations, the Group continues to research, develop and explore investment opportunities which are strategic to its business operations and which will contribute significantly to the return of the Company's shareholders.

With the acquisition of Vega International Group Limited ("Vega"), which is principally engaged in the provision of services in corporate finance and investment, project planning and development, technology project brokerage services, corporate development services, management consulting and post-acquisition advisory and professional management services, the Board had been researching, developing and exploring further opportunities for development in the corporate finance sector which the Board envisages will further contribute to the current revenue streams generated by the Group.

In relation to the corporate finance sector, the Board is now planning to devote more of the Group's resources towards expanding the provision of financial consultancy services to business sectors that complement and have synergy with the household consumers and media services that the IPTV division of the Company is presently pursuing. The Board envisages that it will enlarge the service base of Vega in the forthcoming reporting periods, paving the way for the Group to devote more of its resources to the further development of the Group's emerging corporate finance division which the Board expects will derive value for the Company's shareholders, and pave the way for the Company's future growth.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

Deregistration and Winding-Up of various Subsidiaries in the Group

The Board has resolved that, in order to reduce the operating costs of the Group, those subsidiaries within the Group which no longer add value to, nor generate any income attributable to the Group, should be deregistered, or voluntarily wound up.

Those subsidiaries which are currently in the deregistration process are: Asian Information Resources Investment (Holdings) Limited (BVI), AIR Logistics International Holdings Limited, Asian Information Resources Consultants Limited, Sinobase Asia Limited, Sino Resource Investments Limited, and Guangzhou Shilian Software Technological Co. Limited.

Asian Information Resources Techlogic Limited has been deregistered during the period.

Those subsidiaries which are currently being voluntarily wound up are: Asian Information Investment Consulting Limited, BuyCollection.com Limited, and Myhome Network Limited.

MATERIAL LITIGATION AND CONTINGENT LIABILITIES

On 27 April 2010, Union Resources Educational Development (Yanjiao) Company Limited ("UREDY"), as the first plaintiff, and Union Resources (Educational Development) Limited ("UR"), as the second plaintiff (the "Plaintiffs"), initiated legal proceedings against the Company, as the first defendant, and four other persons, being the second to fifth defendants, by way of the issue of a Writ of Summons in the High Court of Hong Kong under action number HCA 589 of 2010 (the "Writ of Summons"). For further details of the Writ of Summons and the indorsement of claim as it pertains to the Company, please refer to the Company's announcements dated 28 April 2010, and 3 May 2010.

Since the Company's announcement of 3 May 2010, the Plaintiffs have not taken any further steps to prosecute the Writ of Summons. In fact the Writ of Summons was issued by the registry of the High Court of Hong Kong on 27 April 2010, and since as of today the Plaintiffs have not served, nor taken any other steps to prosecute the Writ of Summons, the High Court action numbered HCA 589 of 2010 is yet to be properly initiated or commenced against the Company.

As stated in the Company's announcement dated 3 May 2010, the Board is given to understand that in the event that the Plaintiffs prosecute the claims stated in the Writ of Summons, then the Plaintiffs will claim they are entitled to an award of specific damages in the sum of RMB9,744,000.

Save for the fact that pursuant to the Rules of the High Court of Hong Kong the period for the validity of the Writ of Summons has expired, there have not been any material new developments regarding the Writ of Summons since the Company's announcement dated 3 May 2010.

The Board, after a preliminary assessment of the Writ of Summons, is of the view that in the event that the Plaintiffs are successful in proving the relevant claims against the Company, and that if the possible specific damages of RMB9,744,000, and a possible claim for UREDY's and UR's legal costs are awarded against the Company, that such awards will not have a material adverse impact on the Group's financial position, in the long term. In forming this view, the Board has had regard for the following relevant factors concerning the Writ of Summons, that is:

(a) that the Writ of Summons has only been initiated in the High Court by the Plaintiffs, such that the Writ of summons has not, in accordance with the Rules of the High Court of Hong Kong actually commenced against the Company. Also, the Plaintiffs are yet to prosecute the claim or prove, on the balance of probabilities, their claims made against the Company in the Writ of Summons;

(b) there are no outstanding or immediately forthcoming any monetary orders or awards to be or which have been made against the Company pursuant to the Writ of Summons;

(c) the usual and expected long term nature of such litigation, were the Writ of Summons to be prosecuted; and

(d) due to the fact that the Company's immediate holding company has agreed to provide continuing financial support to the Company in the sum of HK$10,000,000 for the year ended 31 December 2011. It is due to the immediate availability of financial support from the Company's immediate holding company that were any order or award to be made in future (which for the reasons stated above the Board views as unlikely), the Board is confident that it would be able to satisfy any such award or order with recourse to the financial support of the Company's immediate holding company, without having to draw on the Company's working capital.

On 11 February 2011, the Eastern Magistrates Court of Hong Kong issued five summonses to the Company. Each of them alleges that the Company, contrary to sections 384(1) and 384(6) of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, did provide to the Stock Exchange of Hong Kong Limited a copy of an announcement which was false or misleading in a material particular, and the Company knew or was reckless as to whether the information was false or misleading in a material particular. For details of the five summonses please refer to the Company's announcement dated 16 February 2011.

The Company has entered pleas of not guilty to each of the five summonses and a trial date for the hearing of the five summonses has been set for 28 November 2011.

The Board is of the view that in the event that the Company is convicted of any or all of the five summonses, such conviction(s) will not have a material adverse impact on the Group's financial position.

Save as disclosed above, as at 30 September 2011 neither the Company nor any of its subsidiaries is involved in any litigation or claim of material importance and there is no litigation or claim of material importance known to the Board to be pending or threatened against the Company or any of its subsidiaries.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

The Group has no significant events after the reporting period.

DISCLOSURE OF INTERESTS

(A) Interests and short positions of the Directors in the shares, underlying shares and debentures of the Company and its associated corporations

As at 30 September 2011, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares, or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571, ("SFO") which (a) 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 (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by

Directors of Listed Issuers ("Model Code") contained in the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

(i) Long Positions in the Ordinary Shares of HK$0.10 each (the "Shares") of the Company

	Number of issued Shares held, capacity and nature of interest					
	Directly beneficially owned	**Through spouse or minor children**	**Through controlled corporation**	**Beneficiary of a trust**	**Total**	**Percentage of the Company's issued Shares as at 30 September 2011**
Directors						
Mr. Xie Xuan	—	—	546,964,782 *(Note 1)*	—	546,964,782	50.88%
Mr. Qiu Yue	15,430,000	—	18,620,436 *(Note 2)*	—	34,050,436	3.17%
	15,430,000	—	565,585,218	—	581,015,218	54.05%

Note 1: The controlled corporation is Glamour House Limited, which is accustomed to acting in accordance with Mr. Xie Xuan's instructions who is its sole director, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

Note 2: The controlled corporation is Lucky Peace Limited, which is incorporated in Samoa, and which is 100% wholly-owned by Mr. Qiu Yue.

Save as disclosed above, as at 30 September 2011, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which 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 any interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(B) Interests and short positions of the Substantial Shareholders in the Shares, underlying shares and debentures of the Company

As at 30 September 2011, so far as was known to the Directors or chief executive of the Company, the following persons (other than the Directors or chief executive of the Company) had, or were deemed or taken to have, an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, were as follows:

(i) Long Positions in the Shares

Name of Shareholder	Capacity	Number of Shares	Percentage of the Company's issued Shares as at 30 September 2011
Glamour House Limited	Interest of a controlled corporation *(Note 1)*	546,964,782	50.88%
Mr. Chu Yat Hong	Interest of a controlled corporation *(Note 2)*	546,964,782	50.88%
Asian Dynamics International Limited	Beneficial owner	546,846,132	50.87%
Logic Ease Group Limited	Beneficial Owner	86,500,000	7.99%

Note 1: The controlled corporation is Asian Dynamics International Limited, which is beneficially owned as to 67.18% by Glamour House Limited.

Note 2: The controlled corporation is Glamour House Limited, which is beneficially owned as to 90% by Mr. Chu Yat Hong, and which is the beneficial owner as to 67.18% of Asian Dynamics International Limited.

(ii) Long Positions in the Underlying Shares

Long positions in the unlisted zero-coupon convertible redeemable notes with 24-month maturity issued on 11 October 2010 (the "2010 Convertible Notes") of the Company.

Name of Substantial Shareholder	Capacity and nature of interest	Amount of 2010 Convertible Notes *(HK$)*	Number of underlying Shares	Percentage of the Company's issued Shares as at 30 September 2011
Perfect Image Group Limited	Beneficial Owner	19,931,938.68	91,430,911	8.51%
Blue Balloon Limited	Beneficial Owner	18,857,000.00	86,500,000	7.99%
Sweetly Limited	Beneficial Owner	18,857,000.00	86,500,000	7.99%

Holders of the 2010 Convertible Notes are entitled to elect to convert 2010 Convertible Notes into Shares at the conversion price of HK$0.218 per Share until 10 October 2012.

Save as disclosed above, as at 30 September 2011, no persons, other than the Directors and chief executive of the Company, whose interests are set out under the heading "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, had registered an interest or short position in any shares, underlying shares or debentures of the Company that was required to be recorded under Section 336 of the SFO.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the period were rights to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate granted to any Directors or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors or their respective spouse or minor children to acquire such rights in any other body corporate.

COMPETING INTERESTS

None of the Directors or management shareholders of the Company or their respective associates had an interest in a business which competes or may compete, either directly or indirectly, with the business of the Group nor any conflicts of interest which has or may have with the Group.

MANAGEMENT SHAREHOLDER

As far as the Directors are aware of, other than Asian Dynamics International Limited, Glamour House Limited, Mr. Chu Yat Hong, Mr. Xie Xuan, and Logic Ease Group Limited, as disclosed above, there was no other person as at 30 September 2011 who was directly or indirectly interested in 5% or more of the shares then in issue of the Company and who was able, as a practicable matter, to direct or influence the management of the Company.

SHARE OPTIONS AND SHARE OPTION SCHEME

Pursuant to a specific mandate granted by the Company's shareholders at the extraordinary general meeting held on 4 October 2007, the Company granted 97,840,073 share options (the "Share Options") entitling the holders of the Share Options to subscribe for 97,840,073 ordinary shares at the exercise price of HK$0.275 per share.

As at 30 September 2011, there were outstanding 71,840,073 Share Options that fall to be exercised at the exercise price of HK$0.275 per share. As at the date of this report, the Share Options have expired.

The Company had a share option scheme, under which it could grant options to employees of the Group (including executive directors of the Company) to subscribe for shares in the Company, subject to a maximum of 10% of the nominal value of the issued share capital of the Company from time to time, excluding for this purpose shares issued on exercise of the options. The Company's employee share option scheme commenced on 2 December 1999 and expired on 1 December 2009. The Company does not currently have a share option scheme in effect.

CONVERTIBLE NOTES

On 11 October 2010 the Company, pursuant to the acquisition agreement as described in the Company's circular dated 28 February 2008, issued in aggregate HK$86,349,999 of zero-coupon convertible notes convertible at the initial conversion price of HK$0.218 per share with 24-month maturity, in the amounts of HK$76,272,955 of convertible notes were issued to Asian Dynamics International Limited and approximately HK$10,077,044 of convertible notes were issued to Lucky Peace Limited.

As at 30 September 2011, there is an outstanding principal amount of HK$66,017,138.68 of zero-coupon convertible notes due 10 October 2012 with the conversion price of HK$0.218 per ordinary share which are convertible into a maximum of 302,830,911 ordinary shares of the Company upon full conversion of the convertible notes.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the period ended 30 September 2011.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

The Company has made specific enquiry to all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the period ended 30 September 2011.

AUDIT COMMITTEE

In compliance with Rule 5.28 of the GEM Listing Rules, the Company has established an audit committee comprising independent non-executive Directors, namely Mr. Zhang Daorong, Mr. Wu Jixue and Dr. Feng Ke, and has adopted terms of reference governing the authorities and duties of the audit committee. The primary duties of the audit committee are to review and supervise the financial reporting process and internal controls of the Group. The audit committee has reviewed the draft of this report and has provided advice and comments thereon.

On behalf of the Board
Xie Xuan
Chairman

Hong Kong, 11 November 2011