

Interim Report  
for the quarter ended 30 September  
**2007**

Platform Products  
Platform Solution

**Originals**

GuangCunYuan **GuangCunYuan**

ZiWangYuan **ZiWangYuan**

**ZiFaYuan** ZiFaYuan

SouSuoYuan SouSuoYuan

ShiXiangYuan  
**ShiXiangYuan**



**TIMELESS** SOFTWARE LTD.

# Characteristics of The Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”)

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Exchange. Listed companies are not generally required to issue paid interim reports in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

This interim report, for which the directors of Timeless Software Limited collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Timeless Software Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (1) the information contained in this interim 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 interim report misleading; and (3) all opinions expressed in this interim report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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# Report on Review of Interim Financial Information

## Deloitte.

德勤

### REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE BOARD OF DIRECTORS OF TIMELESS SOFTWARE LIMITED

*(incorporated in Hong Kong with limited liability)*

#### Introduction

We have reviewed the interim financial information set out on pages 3 to 13, which comprises the condensed consolidated balance sheet of Timeless Software Limited as of 30 September 2007 and the related condensed consolidated income statement, statement of changes in equity and cash flow statement for the six-month period then ended and certain explanatory notes. The GEM Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

#### Scope of review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Without qualifying our review conclusion, we draw to your attention that the condensed consolidated income statements for each of the three-month periods ended 30 September 2007 and 2006 disclosed in the interim financial information have not been reviewed in accordance with standards applicable to review engagements issued by the Hong Kong Institute of Certified Public Accountants.

**Deloitte Touche Tohmatsu**

*Certified Public Accountants*

Hong Kong

9 November 2007

## Condensed Consolidated Income Statement

For the Six Months Ended 30 September 2007

	Note	(Unaudited) Three months ended 30 September		(Unaudited) Six months ended 30 September	
		2007 HK\$'000	2006 HK\$'000	2007 HK\$'000	2006 HK\$'000
Turnover		562	733	1,156	843
Other income	4	5,345	2,114	8,291	3,715
Staff costs		(2,816)	(6,550)	(6,515)	(9,160)
Depreciation		(339)	(529)	(664)	(1,158)
Other expenses		(1,657)	(1,790)	(2,980)	(4,818)
Net (losses) gains on equity-linked notes		(88)	(558)	1,935	(558)
Net gains on investments held for trading		2,793	—	3,812	—
(Loss) gain on disposal of available-for-sale financial assets		—	—	(46)	111
Impairment loss recognised on investments in a jointly controlled entity		(474)	(103)	(474)	(103)
Impairment loss recognised on amount due from an associate		(278)	—	(278)	—
Impairment loss recognised on advance made to a jointly controlled entity		—	(1,226)	—	(1,226)
Discount on acquisition arising from purchase of additional interests in a subsidiary		—	745	—	745
Finance costs		(13)	(20)	(31)	(78)
Share of losses of associates		(1,759)	(22)	(2,150)	(409)
Profit (loss) for the period		<u>1,276</u>	<u>(7,206)</u>	<u>2,056</u>	<u>(12,096)</u>
Attributable to:					
Equity holders of the Company		1,530	(6,947)	2,542	(11,785)
Minority interests		(254)	(259)	(486)	(311)
		<u>1,276</u>	<u>(7,206)</u>	<u>2,056</u>	<u>(12,096)</u>
Earnings (loss) per share	7				
- Basic		<u>0.14 cents</u>	<u>(0.67) cents</u>	<u>0.23 cents</u>	<u>(1.14) cents</u>
- Diluted		<u>0.13 cents</u>	<u>N/A</u>	<u>0.23 cents</u>	<u>N/A</u>

## Condensed Consolidated Balance Sheet

At 30 September 2007

	Notes	(Unaudited) 30 September 2007 HK\$'000	(Audited) 31 March 2007 HK\$'000
Non-current assets			
Investment properties		<b>2,187</b>	2,100
Property, plant and equipment	8	<b>6,578</b>	6,632
Interests in associates		<b>4,602</b>	5,852
Interests in jointly controlled entities		—	—
Equity-linked notes	9	<b>95,405</b>	51,483
		<b>108,772</b>	66,067
Current assets			
Amounts due from customers for contract work		<b>452</b>	316
Trade and other receivables	10	<b>4,471</b>	7,974
Available-for-sale financial assets		—	4,290
Investments held for trading	11	<b>14,010</b>	—
Pledged bank deposits		<b>10,688</b>	10,500
Bank balances and cash		<b>18,846</b>	56,848
		<b>48,467</b>	79,928
Current liabilities			
Accounts payable		<b>4,864</b>	5,096
Obligations under a finance lease due within one year		—	51
Financial guarantee obligations		<b>434</b>	—
Current portion of secured long-term bank loan		<b>155</b>	133
		<b>5,453</b>	5,280
Net current assets		<b>43,014</b>	74,648
Total assets less current liabilities		<b>151,786</b>	140,715
Non-current liabilities			
Secured long-term bank loan		<b>1,123</b>	1,148
		<b>150,663</b>	139,567
Capital and reserves			
Share capital	12	<b>56,504</b>	52,693
Reserves		<b>91,248</b>	83,626
Equity attributable to equity holders of the Company		<b>147,752</b>	136,319
Minority interests		<b>2,911</b>	3,248
Total equity		<b>150,663</b>	139,567

## Condensed Consolidated Statement of Changes in Equity

For the Six Months Ended 30 September 2007

	(Unaudited) Share capital HK\$'000	(Unaudited) Share premium HK\$'000	(Unaudited) Share options reserve HK\$'000	(Unaudited) Investment revaluation reserve HK\$'000	(Unaudited) Translation reserve HK\$'000	(Unaudited) Deficit HK\$'000	(Unaudited) Attributable to equity holders of the Company HK\$'000	(Unaudited) Minority interests HK\$'000	(Unaudited) Total HK\$'000
At 1 April 2006	51,574	631,122	1,770	1,183	1,256	(540,787)	146,118	6,765	152,883
Exchange differences arising from translation of financial statements of overseas operations recognised directly in equity	—	—	—	—	469	—	469	194	663
Exchange differences arising from translation of associates	—	—	—	—	201	—	201	—	201
Fair value change in available-for-sale financial assets	—	—	—	(39)	—	—	(39)	—	(39)
Share of post-acquisition reserve of associates	—	—	—	(1,794)	—	—	(1,794)	—	(1,794)
Net (expense) income recognised in equity	—	—	—	(1,833)	670	—	(1,163)	194	(969)
Loss for the period	—	—	—	—	—	(11,785)	(11,785)	(311)	(12,096)
Total recognised income and expense for the period	—	—	—	(1,833)	670	(11,785)	(12,948)	(117)	(13,065)
Issue of shares	215	183	—	—	—	—	398	—	398
Expenses incurred in connection with the issue of shares	—	(9)	—	—	—	—	(9)	—	(9)
Acquisition of additional interests in a subsidiary	—	—	—	—	—	—	—	(2,943)	(2,943)
Transfer of share option reserve on exercise of share options	—	97	(97)	—	—	—	—	—	—
Recognition of equity settled share-based payments	—	—	3,774	—	—	—	3,774	—	3,774
	215	271	3,677	—	—	—	4,163	(2,943)	1,220
At 30 September 2006	51,789	631,393	5,447	(650)	1,926	(552,572)	137,333	3,705	141,038

## Condensed Consolidated Statement of Changes in Equity (Continued)

For the Six Months Ended 30 September 2007

	(Unaudited) Share capital HK\$'000	(Unaudited) Share premium HK\$'000	(Unaudited) Share options reserve HK\$'000	(Unaudited) Investment revaluation reserve HK\$'000	(Unaudited) Translation reserve HK\$'000	(Unaudited) Deficit HK\$'000	(Unaudited) Attributable to equity holders of the Company HK\$'000	(Unaudited) Minority interests HK\$'000	(Unaudited) Total HK\$'000
At 1 April 2007	52,693	632,518	4,793	(147)	1,990	(555,528)	136,319	3,248	139,567
Exchange differences arising from translation of financial statements of overseas operations recognised directly in equity	—	—	—	—	251	—	251	149	400
Exchange differences arising from translation of associates	—	—	—	—	244	—	244	—	244
Share of post-acquisition reserve of associates	—	—	—	701	—	—	701	—	701
Net income recognised in equity	—	—	—	701	495	—	1,196	149	1,345
Transfer to profit or loss on sale of available-for-sale financial assets	—	—	—	578	—	—	578	—	578
Profit (loss) for the period	—	—	—	—	—	2,542	2,542	(486)	2,056
Total recognised income and expense for the period	—	—	—	1,279	495	2,542	4,316	(337)	3,979
Issue of shares	3,811	2,591	—	—	—	—	6,402	—	6,402
Expenses incurred in connection with the issue of shares	—	(10)	—	—	—	—	(10)	—	(10)
Transfer of share option reserve on exercise of share options	—	2,682	(2,682)	—	—	—	—	—	—
Recognition of equity settled share-based payments	—	—	725	—	—	—	725	—	725
	3,811	5,263	(1,957)	—	—	—	7,117	—	7,117
At 30 September 2007	56,504	637,781	2,836	1,132	2,485	(552,986)	147,752	2,911	150,663

## Condensed Consolidated Cash Flow Statement

For the Six Months Ended 30 September 2007

	<b>(Unaudited)</b>	
	<b>Six months ended</b>	
	<b>30 September</b>	
	<b>2007</b>	2006
	<b>HK\$'000</b>	HK\$'000
Net cash used in operating activities	<b>(14,725)</b>	(7,841)
Investing activities		
Purchase of property, plant and equipment	<b>(431)</b>	(5,717)
Purchase of equity-linked notes	<b>(116,440)</b>	(66,961)
Purchase of available-for-sale financial assets	<b>—</b>	(8,140)
Purchase of additional interests in a subsidiary	<b>—</b>	(2,198)
Proceeds from redemption of equity-linked notes	<b>76,220</b>	24,831
Proceeds from disposal of available-for-sale financial assets	<b>4,822</b>	4,862
Other investing cash flows	<b>6,242</b>	1,965
Net cash used in investing activities	<b>(29,587)</b>	(51,358)
Financing activities		
Proceeds from issue of shares	<b>6,402</b>	398
Other financing activities	<b>(149)</b>	(172)
Net cash from financing activities	<b>6,253</b>	226
Net decrease in cash and cash equivalents	<b>(38,059)</b>	(58,973)
Cash and cash equivalents at 1 April	<b>56,848</b>	132,461
Effect of foreign exchange rate changes	<b>57</b>	387
Cash and cash equivalents at 30 September	<b>18,846</b>	73,875

# Notes to the Condensed Consolidated Financial Statements

For the Six Months Ended 30 September 2007

## 1. Basis of preparation

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 (HKAS 34) "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

## 2. Principal accounting policies

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain properties and financial instruments, which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2007 except as described below.

### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss have two subcategories, including financial assets held for trading and those designated at fair value through profit or loss on initial recognition. At each balance sheet date subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value, with changes in fair value recognised directly in profit or loss in the period in which they arise.

In the current interim period, the Group has applied, for the first time, the following new standard, amendment and interpretations ("new HKFRSs") issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2007.

HKAS 1 (Amendment)	Capital disclosures <sup>1</sup>
HKFRS 7	Financial instruments: Disclosures <sup>1</sup>
HK(IFRIC) - INT 8	Scope of HKFRS 2 <sup>2</sup>
HK(IFRIC) - INT 9	Reassessment of embedded derivatives <sup>3</sup>
HK(IFRIC) - INT 10	Interim financial reporting and impairment <sup>4</sup>
HK(IFRIC) - INT 11	HKFRS 2: Group and treasury share transactions <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2007.

<sup>2</sup> Effective for annual periods beginning on or after 1 May 2006.

<sup>3</sup> Effective for annual periods beginning on or after 1 June 2006.

<sup>4</sup> Effective for annual periods beginning on or after 1 November 2006.

<sup>5</sup> Effective for annual periods beginning on or after 1 March 2007.

The adoption of these new HKFRSs had no material effect on the results or financial position of the Group for the current or prior accounting periods. Accordingly, no prior period adjustment has been recognised.

The Group has not early applied the new standards or interpretations that have been issued but are not yet effective. The directors of the Company anticipate that the application of these standards or interpretations will have no material impact on the results or financial position of the Group.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the Six Months Ended 30 September 2007

### 3. Segment information

In prior periods, the Group used business segment as primary segment information. As the Group's software development operation became substantially the sole business segment, the Group changed to report geographical segment as primary segment information. The Group's customers are mainly located in Hong Kong and Mainland China ("PRC"). These geographical markets are the basis on which the Group reports its primary segment information.

Geographical segments for the period are as follows:

	Three months ended		Six months ended	
	30 September 2007	2006	30 September 2007	2006
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Turnover				
Hong Kong	<b>490</b>	534	<b>988</b>	617
PRC	<b>72</b>	199	<b>168</b>	226
	<u><b>562</b></u>	<u>733</u>	<u><b>1,156</b></u>	<u>843</u>
Results				
Hong Kong	<b>(2,575)</b>	(7,218)	<b>(5,922)</b>	(11,936)
PRC	<b>(1,016)</b>	(458)	<b>(2,010)</b>	(1,460)
	<u><b>(3,591)</b></u>	<u>(7,676)</u>	<u><b>(7,932)</b></u>	<u>(13,396)</u>
Interest income from				
- bank	<b>375</b>	842	<b>745</b>	1,949
- equity-linked notes	<b>4,712</b>	1,176	<b>7,254</b>	1,458
Unallocated corporate expenses	<b>(401)</b>	(364)	<b>(779)</b>	(589)
Impairment loss recognised on investments in a jointly controlled entity	<b>(474)</b>	(103)	<b>(474)</b>	(103)
Impairment loss recognised on amount due from an associate	<b>(278)</b>	—	<b>(278)</b>	—
Impairment loss recognised on advance made to a jointly controlled entity	—	(1,226)	—	(1,226)
Discount on acquisition arising from purchase of additional interests in a subsidiary	—	745	—	745
Finance costs	<b>(13)</b>	(20)	<b>(31)</b>	(78)
Net (losses) gains on equity-linked notes	<b>(88)</b>	(558)	<b>1,935</b>	(558)
Net gains on investments held for trading	<b>2,793</b>	—	<b>3,812</b>	—
(Loss) gain on disposal of available-for-sale financial assets	—	—	<b>(46)</b>	111
Share of losses of associates - PRC	<b>(1,759)</b>	(22)	<b>(2,150)</b>	(409)
Profit (loss) for the period	<u><b>1,276</b></u>	<u>(7,206)</u>	<u><b>2,056</b></u>	<u>(12,096)</u>

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the Six Months Ended 30 September 2007

### 4. Other income

Included in other income is interest income of HK\$7,999,000 for the six months ended 30 September 2007 (HK\$3,407,000 for the six months ended 30 September 2006).

### 5. Taxation

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group had no assessable profit for both periods.

### 6. Interim dividend

The directors do not recommend the payment of an interim dividend (nil for the six months ended 30 September 2006).

### 7. Earnings (loss) per share

The calculation of the basic and diluted earnings (loss) per share is based on the following data:

	Three months ended 30 September 2007		Six months ended 30 September 2007	
		2006		2006
Profit (loss) attributable to equity holders of the Company for the purposes of basic and diluted earnings per share	<u>HK\$1,530,000</u>	<u>HK\$(6,947,000)</u>	<u>HK\$2,542,000</u>	<u>HK\$(11,785,000)</u>
Number of ordinary shares:				
Weighted average number of ordinary shares for the purposes of basic earnings (loss) per share	<u>1,118,927,699</u>	<u>1,035,781,503</u>	<u>1,095,280,629</u>	<u>1,034,852,540</u>
Effect of dilutive potential ordinary shares in respect of share options granted	<u>27,034,804</u>		<u>32,251,385</u>	
Weighted average number of ordinary shares for the purposes of diluted earnings per share	<u>1,145,962,503</u>		<u>1,127,532,014</u>	

No diluted loss per share for the three months and six months ended 30 September 2006 had been presented as the share options granted by the Company were anti-dilutive during those periods.

### 8. Movements in property, plant and equipment

During the six months ended 30 September 2007, the Group incurred HK\$431,000 (HK\$5,717,000 for the six months ended 30 September 2006) on acquisition of property, plant and equipment.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the Six Months Ended 30 September 2007

### 9. Equity-linked notes

Equity-linked notes are designated as financial assets at fair value through profit or loss. Major terms of the equity-linked notes are as follows:

<b>Principal amount</b>	<b>Maturity</b>
US\$2,500,000	2010
US\$1,400,000	2010
US\$1,000,000	2010
HK\$10,000,000	2009
HK\$15,000,000	2009
HK\$30,000,000	2010

Until the maturity dates, the equity-linked notes will entitle the noteholders to receive coupon payments on a bi-monthly basis and on those dates, they are also subject to mandatory redemption clauses depending on the market prices of an individual or a basket of Hong Kong listed equity securities underlying the equity-linked notes. Before maturity date, if the issuers exercise the early redemption option when the market price of the underlying share or, in the case of a basket of listed equity securities, the worst performing share is equal to or greater than the pre-determined price level, the equity-linked notes will be redeemed based on the principal amounts. The equity-linked notes bear interest at pre-determined interest rates ranging from 17% to 50% per annum with reference to market prices of an individual or a basket of Hong Kong listed equity securities. However, interest will be calculated with reference to the number of trading days of the Hong Kong Stock Exchange during the bi-monthly coupon period on which the market price of the underlying share or, in the case of a basket of listed equity securities, the worst performing share is equal to or greater than its pre-determined price level.

At maturity dates, if the equity-linked notes are still outstanding and the market price of the underlying share or, in the case of a basket of listed equity securities, the worst performing share is equal to or greater than its pre-determined price level, the equity-linked notes will be redeemed at the principal amounts in cash. If the market price of the underlying share or, in the case of a basket of listed equity securities, the worst performing share is lower than its pre-determined price level, the equity-linked notes will be redeemed in shares of which the market prices of the shares will be lower than the principal amounts.

The equity-linked notes are measured at fair value at the balance sheet date. Their fair values of HK\$95,405,000 as of 30 September 2007 (31 March 2007: HK\$51,483,000) are determined based on the valuation provided by the bank at the balance sheet date.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the Six Months Ended 30 September 2007

### 10. Trade and other receivables

Payment terms with customers are mainly on credit together with deposits. Invoices are normally payable within 30 days of issuance, except for certain well established customers. The following is an aged analysis of trade receivables at the balance sheet date:

	<b>30 September 2007 HK\$'000</b>	31 March 2007 HK\$'000
Age		
0 to 30 days	<b>65</b>	89
31 to 60 days	<b>36</b>	115
61 to 90 days	<b>54</b>	—
	<hr/> <b>155</b> <hr/>	<hr/> 204 <hr/>

### 11. Investments held for trading

Investments held for trading at the balance sheet date represent Hong Kong listed equity securities which are stated at fair value with reference to quoted bid price.

### 12. Share capital

During the period, the following number of share options were exercised:

<b>Number of share options exercised</b>	<b>Subscription price per share HK\$</b>
10,950,000	0.0722
45,430,000	0.0772
3,900,000	0.0870
2,200,000	0.0900
3,600,000	0.0920
4,480,000	0.0982
3,000,000	0.1038
1,050,000	0.1530
1,300,000	0.1900
300,000	0.2550

As a result, an aggregate of 76,210,000 (4,300,000 for the six months ended 30 September 2006) new ordinary shares of HK\$0.05 each were issued.

All the shares issued during the period rank pari passu with the then existing shares in all respects.

## Notes to the Condensed Consolidated Financial Statements (Continued)

For the Six Months Ended 30 September 2007

### 13. Share-based payment arrangement

During the period, the Company granted 4,100,000 (83,500,000 for the six months ended 30 September 2006) share options to its employees, including 1,100,000 (46,000,000 for the six months ended 30 September 2006) share options granted to the directors of the Company.

### 14. Related party transaction

#### Guarantee given to a jointly control entity

A subsidiary of the Company, Timeless Software (Guangzhou) Limited, has given a guarantee to the extent of RMB4.9 million in favour of a bank to secure an aggregate RMB4.9 million loan facility granted to 珠海南方软件园发展有限公司 (Zhuhai Southern Software Park Development Company Limited) ("ZSSP"), a jointly controlled entity of the Company. The amount utilised as at 30 September 2007 amounted to RMB4.9 million. The fair value of the financial guarantee contract at the date of grant of approximately HK\$474,000, representing a deemed capital contribution to the jointly controlled entity, has been adjusted to the carrying amount of interests in jointly controlled entities and recognised as a financial guarantee obligation.

### 15. Contingent liabilities

#### Pending litigation

During the year ended 31 March 2007, the Company initiated legal proceedings against a third party (the "Landlord") in respect of an alleged breach of the tenancy agreement in failing to refund the deposit of HK\$1,790,000. Concurrently, the Landlord resisted the claim and counterclaimed against the Company on, including but not limited to, reinstatement work and rental losses. The Company was in the process of gathering further details of the Landlord's claim. The Company did not see any grounds for withholding the deposit and, accordingly, the directors of the Company took the view that no contingency arises for which a provision is required to be made nor no allowance is required to be made to the deposit included in the condensed consolidated financial statements at 30 September 2007.

#### Guarantees given

Details of the guarantee given by the Group to a bank to secure the credit facilities granted to ZSSP are set out in note 14.

## Business review and outlook

### Results for the six months ended 30 September 2007

The directors continued to take a conservative approach for accounting purposes and a stringent view on recognising revenue was still being adopted especially for contracts of relatively longer term in nature in Mainland China. For the six months ended 30 September 2007, the profit attributable to equity holders of the Company was approximately HK\$2,542,000, as compared to a loss of approximately HK\$11,785,000 over the same period in 2006. The Group recorded unaudited turnover of approximately HK\$1,156,000, representing an increase of 37.1% as compared to approximately HK\$843,000 in the corresponding period in 2006.

The other income mainly comprised interest income from equity-linked notes of approximately HK\$7,254,000 and bank interest income of approximately HK\$745,000 for the six months ended 30 September 2007.

The decrease by 28.9% in staff costs to approximately HK\$6,515,000 as compared with that for the corresponding period in 2006 was mainly due to significant decrease in recognition of share-based payments from approximately HK\$3,774,000 to approximately HK\$725,000.

The other expenses was decreased by 38.2% to HK\$2,980,000 as compared with that for the corresponding period in last year. It was mainly due to significant decrease in rental expenses and building management fee from approximately HK\$2,553,000 to approximately HK\$772,000.

### Liquidity and financial resources

The Group financed its operations and investing activities primarily with internally generated cash flow.

As at 30 September 2007, the Group had bank balances and cash (excluding pledged bank deposits) of approximately HK\$18,846,000 (31 March 2007: HK\$56,848,000). The significant decrease in bank balances as compared with that of last year were mainly due to net purchase of equity-linked notes of HK\$40,220,000 during the period under review.

As at 30 September 2007, the Group outstanding borrowings of approximately HK\$1,278,000 (31 March 2007: HK\$1,332,000). The borrowings comprised a bank loan, which is repayable by monthly installment and will be fully repaid on 15 March 2015.

### Gearing ratio

As at 30 September 2007, the Group's gearing ratio was approximately 0.86% (31 March 2007: 0.98%), based on total borrowings of approximately HK\$1,278,000 (31 March 2007: HK\$1,332,000) and equity attributable to equity holders of the Company of approximately HK\$147,752,000 (31 March 2007: 136,319,000).

### Charge on the Group's assets

As at 30 September 2007, a commercial property with net book value of approximately HK\$2,244,000 (31 March 2007: HK\$2,226,000) situated in Guangzhou held by a PRC subsidiary was pledged to a bank to secure the loan of approximately HK\$1,278,000 (31 March 2007: HK\$1,281,000).

Bank deposits totaling approximately HK\$10,688,000 (31 March 2007: HK\$10,500,000) were pledged to banks to secure the banking facilities. In which, credit facilities of HK\$5,000,000 (31 March 2007: HK\$5,000,000) were available to its subsidiaries and loan facility of RMB4,900,000 (31 March 2007: RMB4,900,000) were available to a jointly controlled entity.

## **Business review and outlook** (Continued)

### **Capital structure**

As at 30 September 2007, the Company's total number of issued shares was 1,130,061,503 (31 March 2007: 1,053,851,503). During the period under review, certain directors and employees of the Group exercised share options granted to them under the 2003 share option scheme and 76,210,000 shares of the Company were issued and allotted thereof.

### **Segmental information**

In respect of geographical segments, turnover generated from Hong Kong and Mainland China accounted for 85.5% and 14.5% respectively during the period under review.

### **Order book and prospects for new business**

The amount of orders on hand of the Group was over HK\$2,558,000 as at 30 September 2007.

### **Material acquisitions and disposal of subsidiaries and affiliated companies**

There was no disposal or acquisition of subsidiaries and affiliated companies for the period under review.

### **Future plans for material investments**

The Group does not have any plan for material investments in the near future.

### **Exposure to exchange risks**

Since the Group's borrowings and its source of income are primarily denominated in Hong Kong dollars or Renminbi and the exchange rate of Renminbi to Hong Kong dollars has been relatively stable throughout the period under review, the exposure to foreign exchange rate fluctuations is minimal.

### **Contingent liabilities**

#### *Guarantee given*

As at 30 September 2007, the Group has given guarantee of RMB4,900,000 (31 March 2007: RMB4,900,000) to a bank to secure the credit facilities granted to a jointly controlled entity. At 30 September 2007, the amount of facilities utilized was RMB4,900,000 (31 March 2007: RMB4,900,000).

As at 30 September 2007, the Company has given corporate guarantees of HK\$5,000,000 (31 March 2007: HK\$5,000,000) to certain banks to secure the credit facilities granted to its subsidiaries. No subsidiaries has utilized the credit facilities as at 30 September 2007.

#### *Pending litigation*

In January 2007, the Company initiated legal proceedings against a third party (the "Landlord") in respect of an alleged breach of the tenancy agreement in failing to refund the deposit of HK\$1,790,000. Concurrently, the Landlord resisted the claim and counterclaimed against the Company on, including but not limited to, reinstatement work and rental losses. In the period under review, the Company was in the process of gathering further details of the Landlord's claim. The Company did not see any grounds for withholding the deposit and, accordingly, the directors of the Company took the view that no contingency arises for which a provision is required to be made nor no allowance is required to be made to the deposit included in the financial statements at 30 September 2007.

### Employee information

As at 30 September 2007, the Group employed a total staff of 49. Staff remuneration is reviewed by the Group from time to time and increases are granted normally annually or by special adjustment depending on length of service and performance when warranted. In addition to salaries, the Group provides staff benefits including medical insurance and provident fund. Share options and bonuses are also available to employees of the Group at the discretion of the directors and depending upon the financial performance of the Group.

### Outlook

The current quarter marks the second quarter after Timeless enters its new development phase, meaning the new phase after the Consolidated Platform is fundamentally built. At this point, we can better utilize the three resources possessed by Timeless: A stock code (8028), a platform (Consolidated Platform) and a service (Web Services).

By maneuvering these three resources interactively, at each stage of our new phase, we endeavor hard to make profit.

Our current quarter performs as we expected; our financial position is sound; our core business, though still under-perform in quantity terms, has improved in quality terms. Specifically, out of Timeless' ten services sub-platforms "tourism development services sub-platform (TDSP), education services sub-platform (ESP), multi-media entertainment sub-platform (MMEP), elderly care services sub-platform (ECSP), medical care services sub-platform (MCSP), workflow services sub-platform (WFSP), value-added services sub-platform (VASP), aero-space technology sub-platform (ASTP), cross network information sub-platform (CNIS) and search management sub-platform (SMSP)" and five core sub-platforms (GuangCunYuan sub-platform, ZiFaYuan sub-platform, ZiWangYuan sub-platform, SouSuoYuan sub-platform and ShiXiangYuan sub-platform), the workflow services sub-platform (WFSP) and ZiFaYuan sub-platform have achieved breakthrough in quality terms.

We shall devote whole-heartedly to better utilize our three resources mentioned above and strive to turn our year round loss into continuous profit. Recently we have followed such approach for two quarters; we wish to be so for the third quarter and continue on to strive for profit.

## Other Information

### Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company

At 30 September 2007, the interests and short positions of the directors and the chief executive of the Company and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance ("SFO"), or otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules, were as follows:

#### Long positions

##### (a) Ordinary shares of HK\$0.05 each of the Company

Name of directors	Number of ordinary shares held in the capacity of			Percentage of shareholding
	Beneficial owner	Controlled corporation	Total number of shares	
Cheng Kin Kwan	218,512,000	—	218,512,000	19.34%
Law Kwai Lam	10,000,000	28,325,000*	38,325,000	3.39%
Chung Yiu Fai	20,016,000	—	20,016,000	1.77%
Leung Mei Sheung, Eliza	13,000,000	—	13,000,000	1.15%
Zheng Ying Yu	4,900,000	—	4,900,000	0.43%
Fung Chun Pong, Louis	1,988,000	—	1,988,000	0.18%
Liao Yun	4,510,000	—	4,510,000	0.40%
Ng Kwok Tung	1,000,000	—	1,000,000	0.09%

\* These shares were held by a private company which is wholly-owned by Mr. Law Kwai Lam.

**Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company** (continued)

**(b) Options to subscribe for ordinary shares of the Company**

Particulars of the directors' interests in share options to subscribe for shares in the Company pursuant to the Company's 2003 share option scheme were as follows:

Name of directors	Date of grant	Exercisable period	Exercise price per share HK\$	Number of share options and number of underlying shares				
				Outstanding at 1.4.2007	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.9.2007
Cheng Kin Kwan	5.9.2003	5.9.2003 - 4.9.2013	0.2280	6,960,000	—	—	—	6,960,000
	8.12.2003	8.12.2003 - 7.12.2013	0.2130	800,000	—	—	—	800,000
	25.2.2004	25.2.2004 - 24.2.2014	0.1900	7,700,000	—	—	—	7,700,000
Law Kwai Lam	5.9.2003	5.9.2003 - 4.9.2013	0.2280	2,000,000	—	—	—	2,000,000
	9.1.2004	9.1.2004 - 8.1.2014	0.1900	1,000,000	—	—	—	1,000,000
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	1,000,000	—	—	—	1,000,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	3,500,000	—	—	—	3,500,000
	18.6.2007	18.6.2007 - 17.6.2017	0.2980	—	800,000	—	—	800,000
Chung Yiu Fai	5.9.2003	5.9.2003 - 4.9.2013	0.2280	5,500,000	—	—	—	5,500,000
	8.12.2003	8.12.2003 - 7.12.2013	0.2130	400,000	—	—	—	400,000
	25.2.2004	25.2.2004 - 24.2.2014	0.1900	6,450,000	—	—	—	6,450,000
	16.9.2004	16.9.2004 - 15.9.2014	0.0870	2,300,000	—	(2,300,000)	—	—
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	300,000	—	(300,000)	—	—
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	3,000,000	—	(3,000,000)	—	—
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	2,400,000	—	(2,400,000)	—	—
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	300,000	—	—	—	300,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	9,500,000	—	(9,500,000)	—	—

**Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company** (continued)

**(b) Options to subscribe for ordinary shares of the Company** (continued)

Name of directors	Date of grant	Exercisable period	Exercise price per share HK\$	Number of share options and number of underlying shares				
				Outstanding at 1.4.2007	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.9.2007
Leung Mei Sheung, Eliza	5.9.2003	5.9.2003 - 4.9.2013	0.2280	5,500,000	—	—	—	5,500,000
	8.12.2003	8.12.2003 - 7.12.2013	0.2130	4,300,000	—	—	—	4,300,000
	25.2.2004	25.2.2004 - 24.2.2014	0.1900	5,800,000	—	—	—	5,800,000
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	3,430,000	—	(3,430,000)	—	—
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	1,500,000	—	(1,500,000)	—	—
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	400,000	—	(400,000)	—	—
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	300,000	—	—	—	300,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	9,500,000	—	(9,500,000)	—	—
Zheng Ying Yu	5.9.2003	5.9.2003 - 4.9.2013	0.2280	2,000,000	—	—	—	2,000,000
	8.12.2003	8.12.2003 - 7.12.2013	0.2130	400,000	—	—	—	400,000
	9.1.2004	9.1.2004 - 8.1.2014	0.1900	7,000,000	—	(900,000)	—	6,100,000
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	500,000	—	(450,000)	—	50,000
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	650,000	—	(650,000)	—	—
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	400,000	—	(400,000)	—	—
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	300,000	—	(300,000)	—	—
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	1,000,000	—	(1,000,000)	—	—
Fung Chun Pong, Louis	5.9.2003	5.9.2003 - 4.9.2013	0.2280	2,000,000	—	—	—	2,000,000
	9.1.2004	9.1.2004 - 8.1.2014	0.1900	1,000,000	—	—	—	1,000,000
	19.4.2004	19.4.2004 - 18.4.2014	0.2096	300,000	—	—	—	300,000
	30.9.2004	30.9.2004 - 29.9.2014	0.0900	300,000	—	(300,000)	—	—
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	300,000	—	(300,000)	—	—
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	400,000	—	(400,000)	—	—
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	300,000	—	—	—	300,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	1,000,000	—	(1,000,000)	—	—
18.6.2007	18.6.2007 - 17.6.2017	0.2980	—	300,000	—	—	300,000	
Liao Yun	5.9.2003	5.9.2003 - 4.9.2013	0.2280	800,000	—	—	—	800,000
	26.11.2003	26.11.2003 - 25.11.2013	0.2300	400,000	—	—	—	400,000
	9.1.2004	9.1.2004 - 8.1.2014	0.1900	790,000	—	—	—	790,000
	19.4.2004	19.4.2004 - 18.4.2014	0.2096	300,000	—	—	—	300,000
	16.9.2004	16.9.2004 - 15.9.2014	0.0870	500,000	—	—	—	500,000
	30.9.2004	30.9.2004 - 29.9.2014	0.0900	500,000	—	—	—	500,000
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	300,000	—	—	—	300,000
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	1,000,000	—	(1,000,000)	—	—
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	400,000	—	—	—	400,000
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	300,000	—	—	—	300,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	2,000,000	—	(2,000,000)	—	—

**Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company** (continued)

**(b) Options to subscribe for ordinary shares of the Company** (continued)

Name of directors	Date of grant	Exercisable period	Exercise price per share HK\$	Number of share options and number of underlying shares				
				Outstanding at 1.4.2007	Granted during the period	Exercised during the period	Lapsed during the period	Outstanding at 30.9.2007
Ng Kwok Tung	24.3.2006	24.3.2006 - 23.3.2016	0.1530	500,000	—	—	—	500,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	3,000,000	—	—	—	3,000,000
Tsang Wai Chun, Marianna	24.3.2006	24.3.2006 - 23.3.2016	0.1530	500,000	—	—	—	500,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	3,000,000	—	—	—	3,000,000
Chan Mei Ying, Spencer	24.3.2006	24.3.2006 - 23.3.2016	0.1530	500,000	—	—	—	500,000
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	3,000,000	—	(3,000,000)	—	—
				<u>119,480,000</u>	<u>1,100,000</u>	<u>(44,030,000)</u>	<u>—</u>	<u>76,550,000</u>

Save as disclosed above and other than nominee shares in certain wholly-owned subsidiaries held by certain directors in trust for the Group, at 30 September 2007, none of the directors or chief executive or any of their respective associates had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations which fall to be notified to the Company and the Stock Exchange pursuant to Part XV 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 to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.

**Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares**

As at 30 September 2007, according to the register maintained by the Company pursuant to Section 336 of the SFO, the following persons (not being a director or the chief executive of the Company) were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital of the Company.

<b>Name of substantial shareholders</b>	<b>Number of ordinary shares held</b>	<b>Number of share options and underlying shares held</b>	<b>Aggregate long position</b>	<b>Percentage of the issued share capital as at 30 September 2007</b>
Educational Information Technology (H.K.) Company Limited *	108,057,374	—	108,057,374	9.56%
Crimson Asia Capital Limited, L.P.**	105,203,591	—	105,203,591	9.31%
Kan Ji Ran, Laurie ** (formerly known as Kan Siu Kei, Laurie)	41,978,000	14,000,000	55,978,000	4.95%

\* These shares were held in trust for 寧夏教育信息技術股份有限公司 (Ningxia Educational Information Technology Company Limited), a company in which the Group has 25% equity interest.

\*\* These shares were beneficially owned by the respective parties.

Save as disclosed in the section "Directors' and chief executive's interests and short positions in shares and underlying shares of the Company", at 30 September 2007, the Company had not been notified of any other interests 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 Part XV of the SFO.

Share Options

(a) 2003 share option scheme

A summary of the share options granted under the 2003 share option scheme are as follows:

Type of participants	Date of grant	Exercisable period	Exercise price per share HK\$	Outstanding at 1.4.2007	Number of share options			Outstanding at 30.9.2007	Notes
					Granted during the period	Exercised during the period	Lapsed during the period		
Directors	5.9.2003	5.9.2003 - 4.9.2013	0.2280	24,760,000	—	—	—	24,760,000	N/A
	26.11.2003	26.11.2003 - 25.11.2013	0.2300	400,000	—	—	—	400,000	N/A
	8.12.2003	8.12.2003 - 7.12.2013	0.2130	5,900,000	—	—	—	5,900,000	N/A
	9.1.2004	9.1.2004 - 8.1.2014	0.1900	9,790,000	—	(900,000)	—	8,890,000	(1)
	25.2.2004	25.2.2004 - 24.2.2014	0.1900	19,950,000	—	—	—	19,950,000	N/A
	19.4.2004	19.4.2004 - 18.4.2014	0.2096	600,000	—	—	—	600,000	N/A
	16.9.2004	16.9.2004 - 15.9.2014	0.0870	2,800,000	—	(2,300,000)	—	500,000	(2)
	30.9.2004	30.9.2004 - 29.9.2014	0.0900	800,000	—	(300,000)	—	500,000	(3)
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	4,830,000	—	(4,480,000)	—	350,000	(4)
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	7,150,000	—	(6,150,000)	—	1,000,000	(5)
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	4,000,000	—	(3,600,000)	—	400,000	(6)
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	3,000,000	—	(300,000)	—	2,700,000	(7)
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	35,500,000	—	(26,000,000)	—	9,500,000	(8)
	18.6.2007	18.6.2007 - 17.6.2017	0.2980	—	1,100,000	—	—	1,100,000	(9)
Employees	5.9.2003	5.9.2003 - 4.9.2013	0.2280	24,500,000	—	—	—	24,500,000	N/A
	15.9.2003	15.9.2003 - 14.9.2013	0.2550	8,400,000	—	(300,000)	—	8,100,000	(10)
	26.11.2003	26.11.2003 - 25.11.2013	0.2300	2,400,000	—	—	—	2,400,000	N/A
	8.12.2003	8.12.2003 - 7.12.2013	0.2130	800,000	—	—	—	800,000	N/A
	9.1.2004	9.1.2004 - 8.1.2014	0.1900	6,596,000	—	(400,000)	—	6,196,000	(11)
	25.2.2004	25.2.2004 - 24.2.2014	0.1900	20,000,000	—	—	—	20,000,000	N/A
	19.4.2004	19.4.2004 - 18.4.2014	0.2096	750,000	—	—	—	750,000	N/A
	16.9.2004	16.9.2004 - 15.9.2014	0.0870	5,450,000	—	(1,600,000)	(600,000)	3,250,000	(12)
	30.9.2004	30.9.2004 - 29.9.2014	0.0900	3,600,000	—	(1,900,000)	(200,000)	1,500,000	(13)
	13.12.2004	13.12.2004 - 12.12.2014	0.0982	1,600,000	—	—	—	1,600,000	N/A
	28.2.2005	28.2.2005 - 27.2.2015	0.0722	5,900,000	—	(4,800,000)	(200,000)	900,000	(14)
	11.5.2005	11.5.2005 - 10.5.2015	0.1038	3,000,000	—	(3,000,000)	—	—	(15)
	22.9.2005	22.9.2005 - 21.9.2015	0.0920	4,800,000	—	—	—	4,800,000	N/A
	24.3.2006	24.3.2006 - 23.3.2016	0.1530	3,600,000	—	(750,000)	(300,000)	2,550,000	(16)
	26.9.2006	26.9.2006 - 25.9.2016	0.0772	33,030,000	—	(19,430,000)	—	13,600,000	(17)
	18.6.2007	18.6.2007 - 17.6.2017	0.2980	—	3,000,000	—	—	3,000,000	(9)
					243,906,000	4,100,000	(76,210,000)	(1,300,000)	170,496,000

**Share Options** (continued)

**(a) 2003 share option scheme** (continued)

Notes:

- (1) The weighted average closing price of the Company's shares immediately before the date of exercise of 900,000 options on 21 June 2007 was HK\$0.2700.

The closing price of the Company's shares at the date of exercise of 900,000 options on 22 June 2007 was HK\$0.2650.

- (2) The weighted average closing price of the Company's shares immediately before the date of exercise of 2,300,000 options on 28 August 2007 was HK\$0.1790.

The closing price of the Company's shares at the date of exercise of 2,300,000 options on 29 August 2007 was HK\$0.1680.

- (3) The weighted average closing price of the Company's shares immediately before the date of exercise of 300,000 options on 11 July 2007 was HK\$0.2600.

The closing price of the Company's shares at the date of exercise of 300,000 options on 12 July 2007 was HK\$0.2600.

- (4) The weighted average closing prices of the Company's shares immediately before the date of exercise of 450,000 options on 18 June 2007, 300,000 options on 11 July 2007, 3,430,000 on 1 August 2007 and 300,000 options on 28 August 2007 were HK\$0.2950, HK\$0.2600, HK\$0.2300 and HK\$0.1790 respectively.

The closing prices of the Company's shares at the date of exercise of 450,000 options on 19 June 2007, 300,000 options on 12 July 2007, 3,430,000 options on 2 August 2007 and 300,000 options on 29 August 2007 were HK\$0.2800, HK\$0.2600, HK\$0.2290 and HK\$0.1680 respectively.

- (5) The weighted average closing prices of the Company's shares immediately before the date of exercise of 1,000,000 options on 16 March 2007, 400,000 options on 24 April 2007, 1,000,000 options on 8 May 2007, 1,000,000 options on 11 May 2007, 250,000 options on 14 May 2007, 1,000,000 options on 23 May 2007 and 1,500,000 on 1 August 2007 were HK\$0.1230, HK\$0.1550, HK\$0.1870, HK\$0.2210, HK\$0.2270, HK\$0.3150 and HK\$0.2300 respectively.

The closing prices of the Company's shares at the date of exercise of 1,000,000 options on 19 March 2007, 400,000 options on 25 April 2007, 1,000,000 options on 9 May 2007, 1,000,000 options on 14 May 2007, 250,000 options on 15 May 2007, 1,000,000 options on 25 May 2007 and 1,500,000 on 2 August 2007 were HK\$0.1150, HK\$0.1540, HK\$0.1910, HK\$0.2270, HK\$0.2550, HK\$0.3000 and HK\$0.2290 respectively.

**Share Options** (continued)

**(a) 2003 share option scheme** (continued)

Notes:

- (6) The weighted average closing prices of the Company's shares immediately before the date of exercise of 400,000 options on 18 June 2007, 400,000 options on 11 July 2007, 400,000 on 1 August 2007 and 2,400,000 options on 28 August 2007 were HK\$0.2950, HK\$0.2600, HK\$0.2300 and HK\$0.1790 respectively.

The closing prices of the Company's shares at the date of exercise of 400,000 options on 19 June 2007, 400,000 options on 12 July 2007, 400,000 options on 2 August 2007 and 2,400,000 options on 29 August 2007 were HK\$0.2800, HK\$0.2600, HK\$0.2290 and HK\$0.1680 respectively.

- (7) The weighted average closing price of the Company's shares immediately before the date of exercise of 300,000 options on 18 June 2007 was HK\$0.2950.

The closing price of the Company's shares at the date of exercise of 300,000 options on 20 June 2007 was HK\$0.2800.

- (8) The weighted average closing prices of the Company's shares immediately before the date of exercise of 3,000,000 options on 8 May 2007, 13,500,000 options on 11 May 2007, 1,000,000 options on 16 May 2007, 3,000,000 options on 17 May 2007, 2,000,000 options on 11 June 2007, 3,500,000 options on 1 August 2007 were HK\$0.1870, HK\$0.2210, HK\$0.3050, HK\$0.2800, HK\$0.2750 and HK\$0.230 respectively.

The closing prices of the Company's shares at the date of exercise of 3,000,000 options on 9 May 2007, 13,500,000 options on 14 May 2007, 1,000,000 options on 17 May 2007, 3,000,000 options on 18 May 2007, 2,000,000 options on 12 June 2007, 3,500,000 options on 2 August 2007 were HK\$0.1910, HK\$0.2270, HK\$0.2800, HK\$0.2800, HK\$0.2700 and HK\$0.2290 respectively.

- (9) The closing price of the Company's shares immediately before the date of grant on 18 June 2007 was HK\$0.295.

- (10) The weighted average closing price of the Company's shares immediately before the date of exercise of 300,000 options on 14 June 2007 was HK\$0.3200.

The closing price of the Company's shares at the date of exercise of 300,000 options on 15 June 2007 was HK\$0.3000.

- (11) The weighted average closing prices of the Company's shares immediately before the date of exercise of 200,000 options on 25 May 2007 and 200,000 options on 18 June 2007 were HK\$0.3000 and HK\$0.2950 respectively.

The closing prices of the Company's shares at the date of exercise of 200,000 options on 28 May 2007 and 200,000 options on 19 June 2007 were HK\$0.3100 and HK\$0.2800 respectively.

**Share Options** (continued)

**(a) 2003 share option scheme** (continued)

Notes:

- (12) The weighted average closing prices of the Company's shares immediately before the date of exercise of 1,000,000 options on 30 May 2007 and 600,000 options on 1 June 2007 were HK\$0.2750 and HK\$0.2800 respectively.

The closing prices of the Company's shares at the date of exercise of 1,000,000 options on 31 May 2007 and 600,000 options on 4 June 2007 were HK\$0.2850 and HK\$0.2650 respectively.

- (13) The weighted average closing prices of the Company's shares immediately before the date of exercise of 100,000 options on 2 May 2007, 200,000 options on 11 May 2007, 200,000 options on 18 May 2007, 200,000 options on 23 May 2007, 800,000 options on 30 May 2007, 200,000 options on 15 June 2007 and 200,000 on 10 July 2007 were HK\$0.2000, HK\$0.2210, HK\$0.2800, HK\$0.3150, HK\$0.2750, HK\$0.3000 and HK\$0.2700 respectively.

The closing prices of the Company's shares at the date of exercise of 100,000 options on 3 May 2007, 200,000 options on 14 May 2007, 200,000 options on 21 May 2007, 200,000 options on 25 May 2007, 800,000 options on 31 May 2007, 200,000 options on 18 June 2007 and 200,000 on 11 July 2007 were HK\$0.1960, HK\$0.2270, HK\$0.2850, HK\$0.3000, HK\$0.2850, HK\$0.2950 and HK\$0.2600 respectively.

- (14) The weighted average closing prices of the Company's shares immediately before the date of exercise of 400,000 options on 19 April 2007, 300,000 options on 2 May 2007, 200,000 options on 4 May 2007, 200,000 options on 16 May 2007, 200,000 options on 17 May 2007, 2,000,000 options on 18 May 2007, 200,000 options on 23 May 2007, 400,000 options on 30 May 2007, 800,000 options on 14 June 2007 and 100,000 options on 10 July 2007 were HK\$0.1520, HK\$0.2000, HK\$0.1860, HK\$0.3050, HK\$0.2800, HK\$0.2800, HK\$0.3150, HK\$0.2750, HK\$0.3200 and HK\$0.2700 respectively.

The closing prices of the Company's shares at the date of exercise of 400,000 options on 20 April 2007, 300,000 options on 3 May 2007, 200,000 options on 7 May 2007, 200,000 options on 17 May 2007, 200,000 options on 18 May 2007, 2,000,000 options on 21 May 2007, 200,000 options on 25 May 2007, 400,000 options on 31 May 2007, 800,000 options 15 June 2007 and 100,000 options on 11 July 2007 were HK\$0.1530, HK\$0.1960, HK\$0.1850, HK\$0.2800, HK\$0.2800, HK\$0.2850, HK\$0.3000, HK\$0.2850, HK\$0.3000 and HK\$0.2600 respectively.

- (15) The weighted average closing price of the Company's shares immediately before the date of exercise of 3,000,000 options on 4 July 2007 was HK\$0.2750.

The closing price of the Company's shares at the date of exercise of 3,000,000 options on 5 July 2007 was HK\$0.2650.

**Share Options** (continued)

**(a) 2003 share option scheme** (continued)

Notes:

- (16) The weighted average closing prices of the Company's shares immediately before the date of exercise of 200,000 options on 11 May 2007, 300,000 options on 29 May 2007, 100,000 options on 11 June 2007, 50,000 options on 21 June 2007 and 100,000 on 10 July 2007 were HK\$0.2210, HK\$0.3050, HK\$0.2750, HK\$0.2700 and HK\$0.2700 respectively.

The closing prices of the Company's shares at the date of exercise of 200,000 options on 14 May 2007, 300,000 options on 30 May 2007, 100,000 options on 12 June 2007, 50,000 options on 22 June 2007 and 100,000 on 11 July 2007 were HK\$0.2270, HK\$0.2750, HK\$0.2700, HK\$0.2650 and HK\$0.2600 respectively.

- (17) The weighted average closing prices of the Company's shares immediately before the date of exercise of 180,000 options on 30 March 2007, 1,500,000 options on 11 April 2007, 500,000 options on 13 April 2007, 150,000 options on 16 April 2007, 500,000 on 18 April 2007, 500,000 options on 20 April 2007, 1,000,000 options on 26 April 2007, 1,000,000 options on 30 April 2007, 300,000 options on 2 May 2007, 500,000 on 3 May 2007, 200,000 options on 4 May 2007, 3,000,000 options on 8 May 2007, 5,500,000 options on 11 May 2007, 1,000,000 options on 16 May 2007, 500,000 options on 18 May 2007, 500,000 options on 25 May 2007, 1,000,000 options on 30 May 2007, 600,000 options on 15 June 2007, 500,000 options on 20 June 2007, 100,000 options on 3 July 2007 and 400,000 options on 10 July 2007 were HK\$0.1220, HK\$0.1560, HK\$0.1520, HK\$0.1550, HK\$0.1580, HK\$0.1530, HK\$0.1590, HK\$0.2050, HK\$0.2000, HK\$0.1960, HK\$0.1860, HK\$0.1870, HK\$0.2210, HK\$0.3050, HK\$0.2800, HK\$0.3000, HK\$0.2750, HK\$0.3000, HK\$0.2800, HK\$0.2750 and HK\$0.2700 respectively.

The closing prices of the Company's shares at the date of exercise of 180,000 options on 2 April 2007, 1,500,000 options on 12 April 2007, 500,000 options on 16 April 2007, 150,000 options on 17 April 2007, 500,000 on 19 April 2007, 500,000 options on 23 April 2007, 1,000,000 options on 27 April 2007, 1,000,000 options on 2 May 2007, 300,000 options on 3 May 2007, 500,000 on 4 May 2007, 200,000 options on 7 May 2007, 3,000,000 options on 9 May 2007, 5,500,000 options on 14 May 2007, 1,000,000 options on 17 May 2007, 500,000 options on 21 May 2007, 500,000 options on 28 May 2007, 1,000,000 options on 31 May 2007, 600,000 options on 18 June 2007, 500,000 options on 21 June 2007, 100,000 options on 4 July 2007 and 400,000 options on 11 July 2007 were HK\$0.1340, HK\$0.1530, HK\$0.1550, HK\$0.1540, HK\$0.1520, HK\$0.1520, HK\$0.1730, HK\$0.2000, HK\$0.1960, HK\$0.1860, HK\$0.1850, HK\$0.1910, HK\$0.2270, HK\$0.2800, HK\$0.2850, HK\$0.3100, HK\$0.2850, HK\$0.2950, HK\$0.2700, HK\$0.2750 and HK\$0.2600 respectively.

**Share Options** (continued)

**(b) Share-based payment transactions**

During the period ended 30 September 2007, options were granted on 18 June 2007. The estimated fair value of the options granted on that date are HK\$0.1768.

The Company used the Black-Scholes option pricing model (the "Model") to value the share options granted during the period. The Model is one of the commonly used models to estimate the fair value of the option. The value of an option varies with different variables of certain subjective assumptions. Any change in the variables so adopted may materially affect the estimation of the fair value of an option.

Details of the fair values of share option determined at the date of grant using the Model with the inputs are as follows:

	<b>18.6.2007</b>
Closing share price	HK\$0.2950
Exercise price	HK\$0.2980
Expected volatility	91.89%
Expected life	3 years
Risk-free rate	4.472%
Expected dividend yield	0%

Expected volatility was determined by using the historical volatility of the Company's share price over the previous year. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non transferability, exercise restrictions and behavioral considerations.

The Group recognised the total expense of approximately HK\$725,000 for the period ended 30 September 2007 in relation to share options granted by the Company.

**Competing interest**

As at 30 September 2007, none of the directors or management shareholder (as defined in the GEM Listing Rules) of the Company or their respective associates had any interest in a business which competes or may compete with the business of the Group.

**Purchase, sale or redemption of the Company's listed securities**

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

### **Code on Corporate Governance Practices**

The Company has complied with the code provisions of the Code on Corporate Governance Practices contained in Appendix 15 to the GEM listing Rules, except that Mr. Cheng Kin Kwan holds the dual role of being the chairman and the chief executive officer of the Company. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company. The Board also believes that Mr. Cheng's appointment as both the chairman and chief executive officer is beneficial to the business prospects of the Company, better facilitates the execution of the Group's business strategies and maximizes effectiveness of its operations. Save as disclosed above, the Company has met the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules throughout the six months ended 30 September 2007.

### **Code of conduct regarding securities transactions by directors**

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all directors, all directors confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by directors adopted by the Company throughout the six months ended 30 September 2007.

### **Audit committee**

The audit committee comprises three independent non-executive directors, Mr. Ng Kwok Tung, Ms. Tsang Wai Chun Marianna and Mr. Chan Mei Ying Spencer. The audit committee has reviewed the unaudited interim financial report for the six months ended 30 September 2007 in conjunction with the Company's external auditors.

On behalf of the Board

**Cheng Kin Kwan**

*Chairman & Chief Executive Officer*

Hong Kong, 9 November 2007