



CHINA DATA  
BROADCASTING

# China Data Broadcasting Holdings Limited

(中華數據廣播控股有限公司)\*

(Incorporated in Bermuda with limited liability)

China Data Broadcasting China Data Br

Third Quarter Report **2004**

\* For identification purposes only

**The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("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 of The Stock Exchange of Hong Kong Limited 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 Stock Exchange of Hong Kong Limited. Listed companies are not generally required to issue paid announcements 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.**

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this report, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.*

*This report, for which the directors of China Data Broadcasting Holdings Limited collectively and individually accept full 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 China Data Broadcasting 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.*

## HIGHLIGHTS

The Group's consolidated turnover for the nine months period ended 30 September 2004 was increased by 10.5 times to HK\$220.7 million, with the trading of consumer electronic products. The profit attributable to the Shareholders for the nine months period ended 30 September 2004 amounted to HK\$8.0 million approximately.

## RESULTS

The board of directors of China Data Broadcasting Holdings Limited (the "Company") is pleased to announce the unaudited results of the Company and its subsidiaries (collectively the "Group") for the three months period and nine months period ended 30 September 2004, together with the comparative figures for the corresponding period of last year, as follows:

	Note	For three months ended 30 September		For nine months ended 30 September	
		2004 HK\$'000	2003 HK\$'000	2004 HK\$'000	2003 HK\$'000
Turnover	1	40,827	18,456	220,694	19,187
Cost of sales		(39,333)	(17,548)	(206,520)	(18,248)
Gross profit		1,494	908	14,174	939
Other revenue		6	5	329	15
Selling and distribution costs		-	-	-	(123)
Administrative expenses		(1,346)	(1,294)	(6,286)	(5,119)
Operating profit/(loss) before tax		154	(381)	8,217	(4,288)
Tax	2	(27)	-	(256)	-
Profit/(Loss) before minority interests		127	(381)	7,961	(4,288)
Minority interests		-	182	-	374
Profit/(Loss) attributable to shareholders		<u>127</u>	<u>(199)</u>	<u>7,961</u>	<u>(3,914)</u>
Earnings/(Loss) per share	3				
Basic (HK cents)		<u>0.04</u>	<u>(0.06)</u>	<u>2.50</u>	<u>(1.23)</u>
Diluted (HK cents)		<u>0.04</u>	<u>N/A</u>	<u>2.48</u>	<u>N/A</u>

Notes:

**1. TURNOVER**

Turnover represents the invoiced value of goods sold and services rendered, net of value-added tax, business tax and after allowances for good returned and trade discounts.

**2. TAX**

Hong Kong profits tax has been provided at the rate of 17.5% on the estimated assessable profits arising in Hong Kong during the period.

Under the Income Tax Law of the PRC, the Company's subsidiary, Tianjin AVD Electron Co., Ltd. ("Tianjin AVD") is subject to state income tax of 12%. Pursuant to an approval document issued by Tianjin High-tech Industry Park State Tax Bureau, Tianjin AVD is exempt from state income tax for the first two years of operation and thereafter, is entitled to a 50% relief from state income tax for the third to fifth years inclusive, starting from 2000 when it first became profitable in accordance with relevant accounting principles generally accepted in the PRC and the relevant Income Tax Law of the PRC. Tianjin AVD is also exempt from local income tax for the first five years of operation, starting from 2000 when it first became profitable.

The Group did not have any significant unprovided deferred tax liabilities in respect of the period.

**3. EARNINGS/(LOSS) PER SHARE**

The calculation of basic earnings/(loss) per share for the three months and nine months ended 30 September 2004 were based on the net profit attributable to shareholders of HK\$127,000 (2003: net loss of HK\$199,000) for the three months ended 30 September 2004 and the net profit attributable to shareholders of HK\$7,961,000 (2003: net loss of HK\$3,914,000) for the nine months ended 30 September 2004 and on 318,000,000 (2003: 318,000,000) ordinary shares in issue during the three months and nine months ended 30 September 2004.

The calculation of diluted earnings per share for the three months and nine months ended 30 September 2004 were based on the net profit attributable to shareholders for the three months ended 30 September 2004 of HK\$127,000 and for the nine months ended 30 September 2004 of HK\$7,961,000. The weighted average number of ordinary shares used in the calculation is the 318,000,000 ordinary shares in issue during the three months and nine months ended 30 September 2004, as used in the basic earnings per share calculation; and the respective weighted average of 1,872,094 and 2,645,395 ordinary shares assumed to have been issued at no consideration



on the deemed exercise of all share options during the three months and nine months ended 30 September 2004.

Diluted loss per share amounts for the three months and nine months ended 30 September 2003 has not been disclosed as no diluting events existed during those periods.

#### **4. RESERVES**

During the period, there was no movement to and from any reserves.

#### **DIVIDENDS**

The directors do not recommend the payment of any dividend for the period (2003: Nil).

#### **BUSINESS REVIEW**

During the period, the Group engaged in trading of consumer electronic products and the relevant parts and components (the "Consumer electronic products Business") and the data broadcasting business in the PRC. The Group achieved a substantial growth in the operational results for the period ended 30 September 2004. For the nine months ended 30 September 2004, the Group has accomplished a revenue of approximately HK\$220.7 million and a net profit of approximately HK\$8.0 million.

As regards the Consumer electronic products Business, the Group deployed more resources to develop the existing business and explore further business opportunities during the period. The turnover and contribution derived from such business during the period amounted to HK\$220.5 million and HK\$14.0 million. The rapid growth in the Consumer electronic products Business enlarge income stream of the Group. The profit margin for the quarter ended 30 September 2004 was reduced slightly mainly due to the different sale mix of the consumer electronic products, parts and components.

As regards the data broadcasting business in the PRC, the prolonged depression of the PRC stock market, the intense competition and the not-yet-released National Standard created uncertain market of data broadcasting business in the PRC. During the period, the Group

adopted the prudent attitude towards the market demand and had scaled down certain of business activities such as launching and provision of certain new products and systems, signing co-operative agreements with TV network operations and content providers, etc. The turnover derived from the data broadcasting business for the period was decreased by 77% to HK\$0.2 million, compared with last year, which led to the operating loss in this business for the period.

## **OUTLOOK**

As regards the Consumer electronic products Business, the Board believes that the development of such business is indeed an appropriate approach to building up a steady and considerable income stream of the Group. In addition, the new management possess extensive experience and knowledge in the consumer electronic industry which is a vital and beneficial to further develop the existing business and explore further business opportunities in the consumer electronic industry, such as trading of finished goods/parts and components of televisions, DVD players, digital cameras, game consoles and other products. The Board determines to put more resources to develop such business and explore further business opportunities in the consumer electronic industry and is confident that more revenue from the business relating to the consumer electronic products will be brought to the Group this year.

As regards the data broadcasting business in the PRC, the management realized that the Group indeed experiences the deteriorating market demand and encounters severe difficulties in the market, especially the fierce competitions, which is believed to persist in near future. Accordingly, the Board will continue to adopt the prudent attitude towards investing resources to develop products and its sale and after-sale network. Moreover, the Board may consider to take measures to extract values of the Group's data broadcasting business, not excluding the possible disposal, for the best interest of the Group.

## DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 September 2004, the interests and short positions of the Directors in the ordinary share of the Company (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 (the "SFO")), which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange were as follows:

*Long positions in ordinary shares of the Company:*

Name of director	Notes	Number of shares held, capacity and nature of interest			Percentage of the Company's issued share capital
		Directly Beneficially owned	Through controlled corporation	Total	
Mr. David Ji Long Fen ("Mr. Ji")	(a) & (b)	57,700,000	149,297,340	206,997,340	65.1
Mr. Anle Hsu Ann Keh ("Mr. Hsu")	(a)	-	149,297,340	149,297,340	47.0

*Notes:*

- (a) Apex Digital Inc., ("Apex Digital") is controlled by Mr. Ji and United Delta Inc., ("United Delta"), a private corporation incorporated in the USA and which is equally owned by Mr. Ji and Mr. Hsu. Accordingly, each of Mr. Hsu and Mr. Ji is deemed to be interested in the 149,297,340 shares owned by Apex Digital.
- (b) In addition to Mr. Ji's deemed interest in the 149,297,340 shares held by Apex Digital, Mr. Ji is interested in another 57,700,000 shares held by him directly, and is therefore interested in a total of 206,997,340 shares.

Save as disclosed above, as at 30 September 2004, none of the Directors had interest in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

#### **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

At no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director 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 a party to any arrangement to enable the directors to acquire such rights in any other body corporate. No options have been granted to the directors up to the date of this report.



## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

At 30 September 2004, the persons or companies (not being a Director or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Division 2 and 3 of Part XV of the SFP or who were directly or indirectly deemed to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any member of the Group were as follows:

### Long positions:

Name	Notes	Capacity and nature of interest	Number of the ordinary shares held	Percentage of Company's issued share capital %
Apex Digital	(a)	Directly beneficially owned	149,297,340	47.0
United Delta	(a)	Through a controlled corporation	149,297,340	47.0
Mr. Ji	(a) & (b)	Through a controlled corporation	149,297,340	47.0
		Directly beneficially owned	57,700,000	18.1
Mr. Hsu	(a)	Through a controlled corporation	149,297,340	47.0
Ms. Liu Ru Ying	(c)	Through spouse	206,997,340	65.1
Ms. Susan Chang	(d)	Through spouse	149,297,340	47.0
Mr. Xu Gao Hui		Directly beneficially owned	22,350,000	7.0
Mr. Mark Lau		Directly beneficially owned	15,900,000	5.0

### Notes:

- (a) Apex Digital is controlled by Mr. Ji and United Delta, a private corporation incorporated in the USA and which is equally owned by Mr. Ji and Mr. Hsu. Accordingly, each of Mr. Hsu and Mr. Ji is deemed to be interested in the 149,297,340 shares owned by Apex Digital.

- (b) In addition to Mr. Ji's deemed interest in the 149,297,340 shares held by Apex Digital, Mr. Ji is interested in another 57,700,000 shares held by him directly, and is therefore interested in a total of 206,997,340 shares.
- (c) Ms. Liu Ru Ying is the spouse of Mr. Ji. and, under Section 316 of the SFO, is therefore deemed to be interested in all 206,997,340 shares in which Mr. Ji is interested.
- (d) Ms. Susan Chang is the spouse of Mr. Hsu and, under Section 316 of the SFO, is therefore deemed to be interested in all 149,297,340 shares in which Mr. Hsu is interested.

Save as disclosed above, the Directors were not aware of any other person who had an interest or short position in the shares or underlying shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

### **COMPETING INTEREST**

Apex Digital was founded by Mr. Ji and Mr. Hsu, the executive directors of the Company, and is controlled by Mr. Ji and United Delta, which is equally owned by Mr. Ji and Mr. Hsu. Apex Digital is principally engaged in the wholesaling business of consumer home electronics items under the name of "APEX Digital".

Save as disclosed above, none of the directors or the management shareholders of the Company (as defined in the Rules Governing the Listing of Securities on GEM) had an interest in a business which competes or may compete with the business of the Group during the period.

### **COMPLIANCE WITH RULES 5.34 TO 5.45 OF THE GEM LISTING RULES**

The Company had complied throughout the period under review the minimum standards of good practice concerning the general management responsibilities of the board of directors as set out in Rules 5.34 to 5.45 of the GEM Listing Rules.



**PURCHASE, SALE AND REDEMPTION OF THE  
COMPANY'S LISTING SECURITIES**

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

By Order of the Board

**David Ji Long Fen**

*Chairman*

Hong Kong, 12 November 2004

*At the date of report, the Company's executive directors are David Ji Long Fen, Ankle Hsu Ann Keh, Kou Jisong and Alice Hsu Chu Yun, and the independent non-executive directors are Li Shan Hai and Wang Fu Sun.*