



千里眼控股有限公司 TeleEye Holdings Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

(股份代號：8051)

(Stock Code: 8051)

二零一四年／二零一五年第三季度業績報告 2014/2015 THIRD QUARTERLY RESULTS REPORT

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板為帶有高投資風險之公司提供上市之市場。尤其在創業板上市之公司毋須有過往利潤記錄，亦毋須預測未來利潤。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他經驗豐富投資者。

由於創業板上市之公司屬於新興性質，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

本報告(千里眼控股有限公司(「本公司」)董事(「董事」及「各董事」)願共同及個別對此負全責)乃遵照聯交所《創業板證券上市規則》之規定而提供有關千里眼控股有限公司之資料。各董事經作出一切合理查詢後，確認就彼等所知及所信：(1)本報告所載資料在各重大方面均屬準確及完整，且無誤導成分；(2)並無遺漏其他事實致使本報告所載任何聲明產生誤導；及(3)本報告內表達之一切意見乃經審慎周詳考慮後方始作出，並以公平合理之基準和假設為依據。

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK 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 Stock Exchange 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 (“Directors” and each a “Director”) of TeleEye Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange for the purpose of giving information with regard to TeleEye 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.

摘要

- 截至二零一五年三月三十一日止九個月，本公司及其附屬公司(統稱「本集團」)錄得營業額約21,519,000港元，較二零一四年同期減少約28%。
- 截至二零一五年三月三十一日止九個月，本集團錄得本公司擁有人應佔虧損約6,451,000港元，較去年同期增加約67%。虧損乃主要由於銷售收入及毛利率下跌所致。
- 董事會(「董事會」)不擬派付截至二零一五年三月三十一日止九個月之中期股息。

HIGHLIGHTS

- The Company and its subsidiaries (collectively referred to as the “Group”) recorded a turnover of approximately HK\$21,519,000 for the nine months ended 31 March 2015, representing a decrease of approximately 28% when compared with the same period in 2014.
- The Group recorded a loss attributable to the owners of the Company of approximately HK\$6,451,000 for the nine months ended 31 March 2015, representing an increase of approximately 67% when compared with the same period in last year. The loss is mainly attributable to drop in sales revenue and gross profit margin.
- The board (the “Board”) of Directors does not recommend the payment of an interim dividend for the nine months ended 31 March 2015.

業績

本公司董事會謹此宣佈，本集團截至二零一五年三月三十一日止三個月及九個月之未經審核綜合業績連同二零一四年同期之未經審核比較數字如下：

簡明綜合損益表及其他全面收益表

RESULTS

The Board of the Company hereby announces the unaudited consolidated results of the Group for the three months and nine months ended 31 March 2015, together with the comparative unaudited figures for the corresponding periods in 2014, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

			截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
			二零一五年 2015	二零一四年 2014	二零一五年 2015	二零一四年 2014
		附註 NOTES	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
			(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)
收入	Revenue	3	5,795	7,925	21,519	29,934
銷售成本	Cost of sales		(3,808)	(5,189)	(13,717)	(18,328)
毛利	Gross profit		1,987	2,736	7,802	11,606
其他收入	Other income		1,628	47	1,788	207
銷售及分銷成本	Selling and distribution costs		(2,262)	(2,599)	(7,055)	(6,874)
行政費用	Administrative expenses		(1,620)	(2,024)	(5,578)	(5,550)
研究及發展支出	Research and development expenditure		(1,141)	(1,107)	(3,501)	(3,308)
除稅前虧損	Loss before taxation	4	(1,408)	(2,947)	(6,544)	(3,919)
所得稅	Income tax	5	—	—	—	—
本期間虧損	Loss for the period		(1,408)	(2,947)	(6,544)	(3,919)
其他全面(支出)/收益：	Other comprehensive (expense)/income:					
其後可能重新分類至損益之項目：	Items that may be reclassified subsequently to profit or loss:					
因換算境外業務之賬目而產生之匯兌差額	Exchange differences arising on translating foreign operations		(118)	(21)	(421)	260
可供出售投資之公平值變動	Change in fair value on available-for-sale investments		686	(33)	517	404
出售可供出售投資時就計入損益之累計收益作出之重新分類調整	Reclassification adjustments for the cumulative gain included in profit or loss upon disposal of available-for-sale investments		(1,434)	—	(1,434)	—
本期間其他全面(支出)/收益	Other comprehensive (expense)/income for the period		(866)	(54)	(1,338)	664
本期間全面支出總額	Total comprehensive expense for the period		(2,274)	(3,001)	(7,882)	(3,255)

簡明綜合損益表及其他全面收益表(續)

CONDENSED CONSOLIDATED STATEMENT OF
PROFIT OR LOSS AND OTHER COMPREHENSIVE
INCOME (CONTINUED)

		截至三月三十一日止三個月 Three months ended 31 March		截至三月三十一日止九個月 Nine months ended 31 March	
		二零一五年 2015	二零一四年 2014	二零一五年 2015	二零一四年 2014
		千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000	千港元 HK\$'000
		(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)	(未經審核) (Unaudited)
		附註 NOTES			
由下列人士應佔本期間虧損：	Loss for the period attributable to:				
本公司擁有人	Owners of the Company	(1,383)	(2,909)	(6,451)	(3,865)
非控股權益	Non-controlling interests	(25)	(38)	(93)	(54)
		(1,408)	(2,947)	(6,544)	(3,919)
由下列人士應佔本期間全面 支出總額：	Total comprehensive expense for the period attributable to:				
本公司擁有人	Owners of the Company	(2,269)	(2,959)	(7,851)	(3,169)
非控股權益	Non-controlling interests	(5)	(42)	(31)	(86)
		(2,274)	(3,001)	(7,882)	(3,255)
每股虧損	Loss per share				
— 基本	— Basic	(10)港仙HK cents	(21)港仙HK cents	(47)港仙HK cents	(28)港仙HK cents
— 攤薄	— Diluted	(10)港仙HK cents	(21)港仙HK cents	(47)港仙HK cents	(28)港仙HK cents

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簡明綜合財務資料附註

1. 一般資料

本公司在開曼群島註冊成立為有限公司，而其股份於聯交所創業板上市，其最終控股公司為Fast Upgrade Limited，一家於英屬處女群島註冊成立之公司。

2. 編製基準

未經審核綜合財務資料乃根據香港普遍採納之會計原則而編製，包括香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」）、香港會計準則及詮釋。此外，未經審核綜合財務資料乃根據聯交所創業板證券上市規則第18章之適用披露規定而編製。未經審核綜合業績乃按歷史成本法而編製，惟若干金融工具以公平值計量除外。

於編製未經審核綜合財務資料時採納之主要會計政策與本集團於其截至二零一四年六月三十日止年度之年度財務報表所採納者一致，惟採納香港會計師公會所頒佈且與其營運有關及於二零一四年七月一日開始之會計年度生效之所有新訂及經修訂香港財務報告準則除外。於本中期期間應用該等新訂及經修訂香港財務報告準則對本簡明綜合財務資料所呈報之金額及／或本簡明綜合財務資料所載之披露事項並無構成重大影響。

本集團並無提早應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則。董事預期應用此等新訂及經修訂香港財務報告準則將不會對本集團之業績及財務狀況構成重大影響。

3. 收入

收入指本期間內對外來客戶已售出貨品之已收及應收款項減退款及津貼之款項。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability and its shares are listed on the GEM of the Stock Exchange. Its ultimate holding company is Fast Upgrade Limited, a company incorporated in the British Virgin Islands.

2. BASIS OF PREPARATION

The unaudited consolidated financial information have been prepared in accordance with accounting principles generally accepted in Hong Kong, which include Hong Kong Financial Reporting Standards ("HKFRSs"), Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). In addition, the unaudited consolidated financial information have also been prepared in accordance with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. They have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values.

The principal accounting policies adopted in the preparation of the unaudited consolidated financial information are consistent with those adopted by the Group in its annual financial statements for the year ended 30 June 2014, except for the adoption of all the new and revised HKFRSs issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 July 2014. The application of these new and revised HKFRSs in the current interim period has had no material effect on the amounts reported in this condensed consolidated financial information and/or disclosures set out in this condensed consolidated financial information.

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective. The Directors anticipate that the application of these new and revised HKFRSs will have no material impact on the results and the financial position of the Group.

3. REVENUE

Revenue represents the amount received and receivable for goods sold, less returns and allowances, to outside customers during the period.

簡明綜合財務資料附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

4. 除稅前虧損

4. LOSS BEFORE TAXATION

	截至三月三十一日止 三個月		截至三月三十一日止 九個月	
	Three months ended 31 March		Nine months ended 31 March	
	二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000
除稅前虧損已扣除／(計入)：	Loss before taxation has been arrived at after charging/(crediting):			
呆舊存貨撥備 (已列入銷售成本)	165	304	434	635
發展成本資本化之攤銷 (已列入研究及發展支出)	325	278	1,039	833
物業、廠房及設備之折舊	27	70	83	215
上市權益性證券之股息收入	(35)	(47)	(161)	(175)
出售可供出售投資之收益	(1,434)	—	(1,434)	—
出售物業、廠房及設備之 (收益)／虧損	(259)	2	(259)	23
匯兌虧損／(收益)淨額	44	12	111	(70)
呆壞賬(撥備撥回)／撥備	(36)	222	21	(27)
	165	304	434	635
	325	278	1,039	833
	27	70	83	215
	(35)	(47)	(161)	(175)
	(1,434)	—	(1,434)	—
	(259)	2	(259)	23
	44	12	111	(70)
	(36)	222	21	(27)

5. 所得稅

香港利得稅以兩個期間之估計應課稅利潤按16.5%計算。由於兩個期間均無應課稅溢利，故並無就香港利得稅計提撥備。

於其他司法權區產生之稅項乃按有關司法權區之適用稅率計算。

5. INCOME TAX

Hong Kong Profits Tax is calculated at the rate of 16.5% of the estimated assessable profits for both periods. No Hong Kong Profits Tax is provided as there was no assessable profits for both periods.

Taxation arising in other jurisdictions is calculated at the rate prevailing in the relevant jurisdictions.

簡明綜合財務資料附註(續)

6. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

虧損
用以計算每股基本及攤薄虧損之虧損
(本公司擁有人應佔本期間虧損)

Loss
Loss for the purpose of basic and diluted loss per share
(Loss for the period attributable to owners of the Company)

股份數目

用於計算每股基本及攤薄虧損之普通股加權平均數

Numbers of shares

Weighted average number of ordinary shares for the purpose of basic and diluted loss per share

由於行使本公司購股權將導致每股虧損減少，故計算兩個期間之每股攤薄虧損並無假設行使本公司購股權。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL INFORMATION (CONTINUED)

6. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to the owners of the Company is based on the following data:

截至三月三十一日止 三個月 Three months ended 31 March		截至三月三十一日止 九個月 Nine months ended 31 March	
二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000	二零一五年 2015 千港元 HK\$'000	二零一四年 2014 千港元 HK\$'000

(1,383)	(2,909)	(6,451)	(3,865)
千股 '000	千股 '000	千股 '000	千股 '000

13,864	13,566	13,760	13,566
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The computation of diluted loss per share for both periods does not assume the exercise of the Company's share options since their exercise would result in decrease in loss per share.

簡明綜合財務資料附註(續)

NOTES TO THE CONDENSED CONSOLIDATED
FINANCIAL INFORMATION (CONTINUED)

7. 儲備變動

7. MOVEMENT OF RESERVES

由本公司擁有人應佔

Attributable to owners of the Company

		股本	股份溢價	匯兌儲備	投資重估儲備	購股權儲備	特別儲備	累計虧損	總計	非控股權益	總計
		Share capital	Share premium	Translation reserve	Investment revaluation reserve	Share options reserve	Special reserve	Accumulated losses	Total	Non-controlling interests	Total
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
於二零一三年七月一日 (經審核)	At 1 July 2013 (audited)	2,713	26,521	(199)	863	985	14,990	(10,477)	35,396	(309)	35,087
本期間虧損	Loss for the period	—	—	—	—	—	—	(3,865)	(3,865)	(54)	(3,919)
本期間其他全面收益/ (支出)	Other comprehensive income/(expense) for the period										
因換算境外業務之賬目 而產生的匯兌差額	Exchange differences arising on translating foreign operations	—	—	292	—	—	—	—	292	(32)	260
可供出售投資之公平值 變動	Change in fair value on available-for-sale investments	—	—	—	404	—	—	—	404	—	404
		—	—	292	404	—	—	—	696	(32)	664
本期間全面收益/(支出) 總額	Total comprehensive income/(expense) for the period	—	—	292	404	—	—	(3,865)	(3,169)	(86)	(3,255)
於二零一四年三月三十一日 (未經審核)	At 31 March 2014 (unaudited)	2,713	26,521	93	1,267	985	14,990	(14,342)	32,227	(395)	31,832
於二零一四年七月一日 (經審核)	At 1 July 2014 (audited)	2,741	26,813	(254)	1,510	985	14,990	(17,025)	29,760	(439)	29,321
本期間虧損	Loss for the period	—	—	—	—	—	—	(6,451)	(6,451)	(93)	(6,544)
本期間其他全面收益/ (支出)	Other comprehensive income/(expense) for the period										
因換算境外業務之賬目 而產生的匯兌差額	Exchange differences arising on translating foreign operations	—	—	(483)	—	—	—	—	(483)	62	(421)
可供出售投資之公平值 變動	Change in fair value on available-for-sale investments	—	—	—	517	—	—	—	517	—	517
出售可供出售投資就計入 損益之累計收益作出之 重新分類調整	Reclassification adjustments for the cumulative gain included in profit or loss upon disposal of available-for-sale investments	—	—	—	(1,434)	—	—	—	(1,434)	—	(1,434)
		—	—	(483)	(917)	—	—	—	(1,400)	62	(1,338)
本期間全面支出總額	Total comprehensive expense for the period	—	—	(483)	(917)	—	—	(6,451)	(7,851)	(31)	(7,882)
行使購股權後發行普通股	Issue of ordinary share upon exercise of share options	77	2,101	—	—	(985)	—	—	1,193	—	1,193
於二零一五年三月三十一日 (未經審核)	At 31 March 2015 (unaudited)	2,818	28,914	(737)	593	—	14,990	(23,476)	23,102	(470)	22,632

中期股息

董事會不擬派付截至二零一五年三月三十一日止三個月及九個月之中期股息(二零一四年：無)。

財務回顧

截至二零一五年三月三十一日止九個月，本集團錄得營業額約21,519,000港元，較去年同期營業額約29,934,000港元減少約28%。截至二零一五年三月三十一日止九個月，本集團錄得本公司擁有人應佔虧損約6,451,000港元，較去年同期增加約67%。虧損乃主要由於銷售收入及毛利率下跌所致。

儘管錄得上述虧損，本集團之財務狀況表仍然穩健。截至二零一五年三月三十一日止九個月內，本集團已將約615,700港元(二零一四年：951,000港元)有關發展先進閉路電視產品之經營成本資本化。

業務回顧

截至二零一五年三月三十一日止三個月，本公司在高清(「高清」)產品線中新加入六款經濟型高清網絡(「網絡」)攝像機。新產品銷售價格範圍較低將提升本公司在市場上之競爭力。

於本期間，整體需求疲弱、競爭激烈及強勁美元(「美元」)對本公司之銷售收益及毛利率構成不利影響。港元之升值壓力亦阻礙本公司成本控制措施之成效。

產品團隊已完成開發類比高清視像監控系統產品之新產品線，初步包括五款類比高清攝像機及三個型號之數碼錄像機。新產品線已於二零一五年四月推出市面。

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the three months and nine months ended 31 March 2015 (2014: Nil).

FINANCIAL REVIEW

For the nine months ended 31 March 2015, the Group recorded a turnover of approximately HK\$21,519,000, representing a decrease of about 28% as compared with a turnover of approximately HK\$29,934,000 of the same period in last year. The Group recorded a loss attributable to the owners of the Company of approximately HK\$6,451,000 for the nine months ended 31 March 2015, representing an increase of approximately 67% when compared with the same period in last year. The loss is mainly attributable to drop in sales revenue and gross profit margin.

Despite the loss aforesaid the Group's statement of financial position remains healthy. During the nine months ended 31 March 2015, the Group had capitalised operating costs of approximately HK\$615,700 (2014: HK\$951,000) in respect of development of advanced CCTV products.

BUSINESS REVIEW

For the three months ended 31 March 2015, we have added six models of economical high definition ("HD") internet protocol ("IP") cameras to our HD product line. The lower price range of the new products will strengthen our competitiveness in the market.

During the period, overall weak demand, strong competitions and strong United States dollar ("USD") all contributed adversely to our sales revenue and gross profit margin. Inflationary pressure in Hong Kong has limited the effect of our cost control measures.

The product team has finished developing a new line of analog HD video surveillance products, consisting initially of five analog HD cameras and three models of corresponding digital video recorders. The new product line has been launched to the market in April 2015.

業務展望

本集團將透過在不同城市招攬代理，擴展及增強全線視像監控系統在中國之銷售渠道。

此外，本集團將藉著網上商貿擴展至環球市場。有鑑於此，本公司預期銷售收益可獲提高。

董事及主要行政人員於股份及購股權之權益

於二零一五年三月三十一日根據《證券及期貨條例》（「證券及期貨條例」）第352條，或根據《創業板上市規則》第5.46條須通知本公司及聯交所之規定，董事、主要行政人員及彼等之聯繫人士於本公司或其任何相聯法團（見《證券及期貨條例》第十五部之定義）之股份及購股權中擁有之權益如下：

股份好倉

(a) 本公司每股面值0.2港元之普通股

一位董事姓名 Name of a Director	身份 Capacity	持有已發行 普通股數目 Number of issued ordinary shares held	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
陳海寧先生 Mr. Chen Haining	由受控制法團持有(附註1) Held by controlled corporation (Note 1)	8,256,661	58.61%

(b) 購股權

董事姓名 Name of Directors	身份 Capacity	持有購股權數目 Number of share options held	相關股份數目 Number of underlying shares
陳作基教授 Prof. Chan Chok Ki	實益擁有人(附註2及3) Beneficial owner (Note 2 and 3)	—	—
馬志傑博士 Dr. Ma Chi Kit	實益擁有人(附註2及3) Beneficial owner (Note 2 and 3)	—	—
何家豪先生 Mr. Ho Ka Ho	實益擁有人(附註2及3) Beneficial owner (Note 2 and 3)	—	—

BUSINESS OUTLOOK

The Group will expand and strengthen its sales channels of comprehensive product lines of video surveillance in China by enrolling agents in different cities.

Furthermore, the Group will expand into the global market by using E-commerce. In light of them, we expect the sales revenue will be increased.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHARE OPTIONS

At 31 March 2015, the interests of the Directors and Chief Executives and their associates in the shares and share options of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required pursuant to Section 352 of the SFO, or which are required pursuant to Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long position in shares

(a) Ordinary shares of HK\$0.2 each of the Company

持有已發行 普通股數目 Number of issued ordinary shares held	本公司已發行 股本百分比 Percentage of the issued share capital of the Company
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(b) Share options

持有購股權數目 Number of share options held	相關股份數目 Number of underlying shares
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**董事及主要行政人員於股份及購股權之
權益(續)**

股份好倉(續)

(c) 於附屬公司之權益(附註4)

一位董事姓名 Name of a Director	身份 Capacity
馬志傑博士 Dr. Ma Chi Kit	非控股權益(附註4) Non-controlling interests (Note 4)

附註：

- (1) 於二零一五年三月三十一日，此等佔本公司已發行股本約58.61%之股份由Fast Upgrade Limited持有。Fast Upgrade Limited由陳海寧先生(為實益擁有人)全資擁有。
- (2) 購股權乃根據本公司採納之購股權計劃向董事授出，有關詳情載於下文「購股權計劃」一節。
- (3) 持有購股權及相關股份數目已經於二零一三年一月八日本公司公開發售完成後予以調整。
- (4) 馬志傑博士持有TeleEye Europe Limited已發行股本約5%。

除上文所披露者及由一名董事以信託方式為本集團持有之附屬公司代名人股份外，於二零一五年三月三十一日，本公司之董事、主要行政人員或彼等之聯繫人士並無於本公司或其任何相聯法團之任何股份、相關股份或債券中擁有任何權益或淡倉。

**DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN
SHARES AND SHARE OPTIONS (CONTINUED)**

Long position in shares (Continued)

(c) Interest in a subsidiary company (Note 4)

持有已發行 普通股數目	於該附屬公司 已發行股本百分比 Percentage of the issued share capital of the subsidiary company
Number of issued ordinary shares held	

5 5%

Notes:

- (1) These shares, representing approximately 58.61% of the issued share capital of the Company as at 31 March 2015, are held by Fast Upgrade Limited, which is fully owned by Mr. Chen Haining, a beneficial owner.
- (2) The share options are granted to the Directors pursuant to the share option scheme adopted by the Company, details of which are set out under the header of "Share Option Scheme" below.
- (3) The numbers of share options held and the underlying shares were adjusted upon completion of the open offer of the Company on 8 January 2013.
- (4) The share representing approximately 5% of the issued share capital of TeleEye Europe Limited held by Dr. Ma Chi Kit.

Save as disclosed above, and other than a nominee share in a subsidiary held by a Director in trust for the Group, at 31 March 2015, none of the Directors, the Chief Executive of the Company nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations.

購股權計劃

於二零零三年十月二十八日採納之購股權計劃 (「二零零三年購股權計劃」)

根據於二零零三年十月二十八日通過之決議案，本公司採納二零零三年購股權計劃，藉以確認及推動僱員對本公司作出貢獻，並向本公司現有僱員給予獎勵，藉以協助挽留他們，以及招聘額外僱員，計劃有效期為十年。董事可酌情向任何僱員授出購股權(包括本集團之執行(「執行」)及非執行(「非執行」)董事、專家、顧問、代理、承辦商、顧客及供應商)以認購本公司股份。購股權可以代價1港元授出，並應於授出日期起計五個營業日內接納。在承授人接納及支付代價時，已授出購股權方可予以行使，其有效期由其各自之歸屬日期起計為期十年。

可授予購股權之最高股份數目，不得超逾本公司於二零零三年十月二十八日之已發行股本之10%。倘在任何十二個月期間直至授出購股權予該承授人日期(包括該日)止，已發行股份及根據二零零三年購股權計劃已授出及將予授出之購股權獲行使時將予發行之股份總數，超逾本公司當時已發行股本之1%，則本公司將不會向該承授人授出購股權。

認購價不得少於下列三者之最高者：(i)本公司股份於授出日期(須為交易日)在每日報價表之收市報價；(ii)本公司股份在緊接授出日期前五個交易日於每日報價表之平均收市報價；或(iii)股份面值。在不損害上文之一般性原則下，本公司董事會可授出以不同價格釐定認購價之購股權。

SHARE OPTION SCHEME

Share Option Scheme adopted on 28 October 2003 (the “2003 Option Scheme”)

Pursuant to a resolution passed on 28 October 2003, the 2003 Option Scheme was adopted to recognise and motivate the contribution of the employees and to provide incentives and help the Company in retaining its existing employees and recruiting additional employees for a term of ten years. The Directors may at its discretion grant options to any employees, including executive (“Executive”) and non-executive (“Non-Executive”) Directors, advisers, consultants, agents, contractors, customers and suppliers of the Group to subscribe for shares in the Company. Option may be granted at a consideration of HK\$1 and should be accepted within 5 business days from the date of grant. The option granted is exercisable upon acceptance and payment of consideration by the grantee and have a duration of 10 years from their respective vesting dates.

The maximum number of shares in respect of which options may be granted cannot exceed 10% of the issued share capital of the Company on 28 October 2003. No option shall be granted to a grantee if the total number of shares issued and to be issued upon exercise of options granted and to be granted under the 2003 Option Scheme in any twelve months period up to and including the date of grant to such grantee would exceed 1% of the issued share capital of the Company for the time being in issue.

The subscription price shall not be less than the highest of (i) the closing price of the shares of the Company as stated in the Daily Quotation Sheet on the date of grant, which must be a trading day; (ii) the average closing price of the shares of the Company as stated in the Daily Quotation Sheets for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share. Without prejudice to the generality of the above, the Board of the Company may grant options in respect of which the subscription price is fixed at different prices.

購股權計劃(續)

下表披露截至二零一五年三月三十一日及二零一四年六月三十日本公司根據二零零三年購股權計劃授出之購股權詳情：

本公司董事 Directors of the Company	授出日期 Date of grant	每股行使價 Exercise price per share 港元 HK\$	於二零一四年 六月三十日之結餘 Balance at 30 June 2014	期內已失效 Lapsed during the period	期內已行使 Exercised during the period	於二零一五年 三月三十一日 之結餘 Balance at 31 March 2015
陳作基教授 Prof. Chan Chok Ki	二零一零年六月二十三日 23 June 2010	3.12	114,677	—	(114,677)	—
馬志傑博士 Dr. Ma Chi Kit	二零一零年六月二十三日 23 June 2010	3.12	114,677	—	(114,677)	—
何家豪先生 Mr. Ho Ka Ho	二零一零年六月二十三日 23 June 2010	3.12	114,677	—	(114,677)	—
			<hr/>			
			344,031	—	(344,031)	—
本集團僱員 Employees of the Group	二零零四年八月四日 4 August 2004	2.28	5,097	(5,097)	—	—
	二零一零年六月二十三日 23 June 2010	3.12	38,226	—	(38,226)	—
			<hr/>			
			387,354	(5,097)	(382,257)	—
			<hr/>			
期末可予行使	Exercisable at the end of the period		387,354			—
			<hr/>			
加權平均行使價	Weighted average exercise price		HK\$3.11 港元			Nil 不適用
			<hr/>			

緊接二零零四年八月四日及二零一零年六月二十三日(上述購股權之授出日期)前本公司股份之收市價分別為2.9港元及3.98港元。於二零一五年三月三十一日，根據二零零三年購股權計劃已授出購股權涉及之股份數目佔本公司於該日已發行股份之0%(二零一四年：3.9%)。

SHARE OPTION SCHEME (CONTINUED)

The following table discloses movements in the Company's share options under the 2003 Option Scheme as at 31 March 2015 and 30 June 2014:

The closing price of the Company's shares immediately before 4 August 2004 and 23 June 2010 (date of grant of the above options) were HK\$2.9 and HK\$3.98, respectively. At 31 March 2015, the number of shares in respect of which options had been granted under the 2003 Option Scheme represents 0% (2014: 3.9%) of the shares of the Company in issue at that date.

購買股份或債券之安排

除上文「購股權計劃」一節所述外，於截至二零一五年三月三十一日止九個月內任何時間，本公司、其控股公司或其任何附屬公司概無參與任何能夠讓本公司各董事可藉著購入本公司或任何其他法人團體之股份或債券而獲得利益之安排，而董事、彼等之配偶或十八歲以下之子女於截至二零一五年三月三十一日止九個月內亦無擁有可認購本公司證券之任何權利或已行使任何該等權利。

主要股東

除上文「董事及主要行政人員於股份及購股權之權益」一節所披露之權益外，於二零一五年三月三十一日，按照本公司根據《證券及期貨條例》第336條而存置之主要股東登記冊所披露，並無人士於本公司之已發行股本中擁有任何須予公佈之權益或淡倉。

競爭及利益衝突

董事相信，本公司各董事或管理層股東（見《創業板上市規則》之定義）沒有在與本集團在業務上競爭或可能會與本集團在業務上競爭之業務中擁有任何權益，或任何該等人士與本集團有或可能有之任何其他利益衝突。

買賣或贖回本公司之上市證券

於回顧期間內，本公司或其任何附屬公司概無買賣或贖回本公司之任何上市證券。

有關董事進行證券交易之行為守則

截至二零一五年三月三十一日止九個月內，本公司已採納一套有關董事進行證券交易之行為守則，條款不遜於《創業板上市規則》第5.48條至第5.67條所載之規定交易標準。在向全體董事作出特定查詢後，全體董事已確認，彼等已遵照規定交易標準及本公司所採納有關董事進行證券交易之行為守則。

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the section headed “Share Option Scheme” as described above, at no time during the nine months ended 31 March 2015 was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate and none of the Directors, their spouses or children under the age of eighteen, had any rights to subscribe for securities of the Company, or had exercised any such rights during the nine months ended 31 March 2015.

SUBSTANTIAL SHAREHOLDERS

Other than the interests disclosed in the section headed “Directors’ and Chief Executives’ Interests in Shares and Share Options”, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO discloses no person as having a notifiable interest or short position in the issued share capital of the Company, as at 31 March 2015.

COMPETITION AND CONFLICT OF INTERESTS

The Directors believe that none of the Directors nor the management shareholders of the Company (as defined in the GEM Listing Rules) had an interest in a business, which competes or may compete with the business of the Group or any other conflicts of interests which any such person has or may have with the Group.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY’S LISTED 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.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the nine months ended 31 March 2015, 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 they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company.

審核委員會

審核委員會由三位成員組成，包括三位獨立（「獨立」）非執行董事鄭健民先生（審核委員會主席）、陸志成先生及丘志明先生。

審核委員會之主要職責為審閱本公司之年報及財務報表、季度報告及半年度報告，並就該等報告向董事會提供建議及意見。審核委員會亦將負責檢討及監察本集團之財務申報及內部監控程序。

審核委員會已審閱本報告之初稿，並已就此提供建議及意見。

薪酬委員會

薪酬委員會由三位成員組成，包括三位獨立非執行董事陸志成先生（薪酬委員會主席）、丘志明先生及鄭健民先生。

薪酬委員會之主要職責為就本公司有關董事及高級管理人員之全體薪酬政策及架構，及就制訂此等薪酬政策設立正規而具透明度之程序，擬定及向董事會提出建議。

提名委員會

提名委員會由三位成員組成，包括兩位獨立非執行董事陸志成先生、丘志明先生及一位執行董事陳海寧先生（提名委員會主席）。

提名委員會之主要職責為甄選及提名出任董事之人選及就提名政策向董事會提出建議。

承董事會命
主席
陳海寧先生

香港，二零一五年五月十四日

於本報告日期，執行董事為陳海寧先生、吳紅英女士及馬志傑博士；獨立非執行董事為陸志成先生、丘志明先生及鄭健民先生。

AUDIT COMMITTEE

The audit committee has three members comprising three independent (“Independent”) Non-Executive Directors, namely, Mr. Chang Kin Man (chairman of the audit committee), Mr. Luk Chi Shing and Mr. Yau Chi Ming.

The primary duties of the audit committee are to review the Company’s annual report and financial statements, quarterly reports and half-yearly report and to provide advice and comments thereon to the Board. The audit committee will also be responsible for reviewing and supervising the financial reporting and internal control procedures of the Group.

The audit committee has reviewed the draft of this report and has provided advice and comments thereon.

REMUNERATION COMMITTEE

The remuneration committee has three members comprising three independent Non-Executive Directors, namely, Mr. Luk Chi Shing (chairman of the remuneration committee), Mr. Yau Chi Ming and Mr. Chang Kin Man.

The primary duties of the remuneration committee are to formulate and make recommendations to the Board on the Company’s policy and structure for all the remuneration of the Directors and senior management and on the establishment of a formal and transparent procedures for developing policy on such remuneration.

NOMINATION COMMITTEE

The nomination committee has three members comprising two Independent Non-Executive Directors, namely, Mr. Luk Chi Shing and Mr. Yau Chi Ming and one Executive Director, namely, Mr. Chen Haining (chairman of the nomination committee).

The primary duties of the nomination committee are to select and nominate individuals for directorship as well as making recommendations to the Board on nomination policy.

By order of the Board
Mr. Chen Haining
Chairman

Hong Kong, 14 May 2015

As at the date hereof, the Executive Directors are Mr. Chen Haining, Ms. Wu Hongying and Dr. Ma Chi Kit and the Independent Non-Executive Directors are Mr. Luk Chi Shing, Mr. Yau Chi Ming and Mr. Chang Kin Man.