

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 of the Stock Exchange 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. 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 at www.hkgem.com in order to obtain up-to-date information on GEM-listed issuers.

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 of Tradeeasy Holdings 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to Tradeeasy 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.

INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2002

The board of directors is pleased to announce the unaudited interim financial results of the Company and its subsidiaries (collectively referred to as the “Group” or “Tradeeasy”) for the six months ended 30 September 2002 as follows: —

Condensed Consolidated Income Statement

| | Notes | Unaudited three months ended 30 September | | Unaudited six months ended 30 September | |
|---|-------|---|------------------|---|------------------|
| | | 2002 HK\$'000 | 2001 HK\$'000 | 2002 HK\$'000 | 2001 HK\$'000 |
| TURNOVER | 3 | 8,154 | 12,945 | 17,301 | 28,673 |
| Cost of sales | | (6,291) | (6,146) | (11,858) | (14,418) |
| Gross profit | | 1,863 | 6,799 | 5,443 | 14,255 |
| Other revenue | | 127 | 60 | 258 | 3,053 |
| Selling expenses | | (787) | (953) | (1,625) | (2,097) |
| General and administration expenses | | (3,136) | (3,587) | (6,704) | (7,903) |
| Advertising and promotion expenses | | (1,071) | (870) | (1,722) | (1,497) |
| Other operating expenses | | (573) | — | (573) | — |
| PROFIT/(LOSS) FROM OPERATING ACTIVITIES | 5 | (3,577) | 1,449 | (4,923) | 5,811 |
| Finance costs | | (51) | (96) | (99) | (179) |
| PROFIT/(LOSS) BEFORE TAX | | (3,628) | 1,353 | (5,022) | 5,632 |
| Tax | 6 | — | — | — | — |
| PROFIT/(LOSS) FROM OPERATING ACTIVITIES ATTRIBUTABLE TO SHAREHOLDERS | | (3,628) | 1,353 | (5,022) | 5,632 |
| DIVIDENDS | | — | — | — | — |
| EARNINGS/(LOSS) PER SHARE | 7 | | | | |
| Basic | | ¢(0.91) | ¢0.39 | ¢(1.26) | ¢1.61 |



Condensed Consolidated Balance Sheet

| | Notes | Unaudited 30 September 2002 HK\$'000 | Audited 31 March 2002 HK\$'000 |
|--|-------|---|---|
| NON-CURRENT ASSETS | | | |
| Fixed assets | 8 | 6,500 | 8,442 |
| Deferred development expenditure | 9 | 20,163 | 16,630 |
| | | 26,663 | 25,072 |
| CURRENT ASSETS | | | |
| Trade receivables | 10 | 1,898 | 1,748 |
| Prepayments, deposits and other receivables | 11 | 2,707 | 6,274 |
| Cash and cash equivalents | | 11,091 | 15,602 |
| | | 15,696 | 23,624 |
| CURRENT LIABILITIES | | | |
| Trade payables | 12 | 314 | 264 |
| Deferred service fees received in advance | | 4,733 | 4,221 |
| Accruals and other payables | | 3,603 | 4,920 |
| Finance lease payables | 13 | 381 | 941 |
| | | 9,031 | 10,346 |
| NET CURRENT ASSETS | | | |
| | | 6,665 | 13,278 |
| | | 33,328 | 38,350 |
| CAPITAL RESERVES | | | |
| Issued capital | | 4,000 | 4,000 |
| Reserves | 14 | 29,328 | 34,350 |
| | | 33,328 | 38,350 |

Condensed Consolidated Statement of Changes in Equity

| | Share capital | Share premium account | Contributed surplus | Exchange fluctuation reserve | Accumulated losses | Total |
|---------------------------------|------------------|-----------------------------|------------------------|------------------------------------|-----------------------|---------------|
| | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| At 1 April 2001 | 297 | — | 61,914 | 11 | (59,242) | 2,980 |
| Profit for the six months | — | — | — | — | 5,632 | 5,632 |
| Issue of shares by a subsidiary | — | — | 4,796 | — | — | 4,796 |
| At 30 September 2001 | <u>297</u> | <u>—</u> | <u>66,710</u> | <u>11</u> | <u>(53,610)</u> | <u>13,408</u> |
| At 1 April 2002 | 4,000 | 16,337 | 66,710 | 11 | (48,708) | 38,350 |
| Loss for the six months | — | — | — | — | (5,022) | (5,022) |
| At 30 September 2002 | <u>4,000</u> | <u>16,337</u> | <u>66,710</u> | <u>11</u> | <u>(53,730)</u> | <u>33,328</u> |



Condensed Consolidated Cash Flow Statement

| | Unaudited six months ended 30 September | |
|--|---|------------------|
| | 2002 HK\$'000 | 2001 HK\$'000 |
| Cash generated from operations | (2,182) | (495) |
| Interest paid | — | — |
| Interest received | 65 | 12 |
| Interest element of finance lease rental payments | (99) | (179) |
| Tax paid | — | — |
| Purchases of fixed assets | (933) | (1,582) |
| Additions to deferred development expenditure | (4,634) | (4,561) |
| Proceeds from issue of share capital of a subsidiary | — | 4,796 |
| Repayment of advance from directors | — | (153) |
| Repayment from shareholders | 3,832 | — |
| Capital element of finance lease rental repayments | (560) | (1,224) |
| Decrease in cash and cash equivalents | (4,511) | (3,386) |
| Cash and cash equivalents brought forward | 15,602 | 7,298 |
| Cash and cash equivalents carried forward | 11,091 | 3,912 |
| Analysis of the balances of cash and cash equivalents:— | | |
| Cash and bank balances | 11,091 | 3,912 |

Notes:—

1. Group reorganisation and basis of presentation

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 20 September 2001 under the Companies Law (Revised) of the Cayman Islands. In the preparation of the listing of the Company's shares on GEM, a group reorganisation ("Group Reorganisation") was effected whereby the Company became the holding company of the Group on 20 February 2002. The shares of the Company were listed on GEM on 7 March 2002. The details of the Group Reorganisation and the listing of the Company's shares on GEM were set out in the prospectus dated 26 February 2002 (the "Prospectus").

The results of the Group have been prepared on a merger basis as if the current group structure had been in existence throughout the periods under review or since the respective dates of incorporation or establishment of respective companies now comprising the Group, whichever is the shorter period.

The unaudited condensed interim financial statements have been prepared in accordance with Statements of Standard Accounting Practice (the "SSAP") No. 25 "Interim Financial Reporting" and Interpretations issued by the Hong Kong Society of Accountants (the "HKSA") and accounting principles generally accepted in Hong Kong. These financial statements also comply with the applicable disclosure provisions of the GEM Listing Rules.

The same accounting policies adopted in the 2001/2002 annual accounts have been applied to this interim financial report.

All financial information relating to the period from 1 April 2002 to 30 September 2002 has not been audited.

2. Principal activities

The Group's principal activities were the provision of integrated marketing solution, Application Service Provider ("ASP") and technical consultancy services for the two periods ended 30 September 2001 and 2002.

3. Turnover

Turnover represents the value of services rendered.

Revenue from the following activities has been included in turnover:—

| | Unaudited three months ended 30 September 2002 | | Unaudited six months ended 30 September 2002 | |
|---|---|------------------|---|------------------|
| | HK\$'000 | 2001 HK\$'000 | HK\$'000 | 2001 HK\$'000 |
| Integrated marketing solution services | 1,898 | 4,367 | 4,117 | 8,827 |
| ASP services | 2,536 | 4,097 | 6,391 | 8,044 |
| Technical consultancy services | 3,720 | 4,481 | 6,793 | 11,802 |
| | 8,154 | 12,945 | 17,301 | 28,673 |

4. Segmental information

The analysis of the Group's revenue and contribution to results by geographical segment during the periods are as follows: —

| | Unaudited three months ended 30 September 2002 | | Unaudited six months ended 30 September 2002 | |
|--------------------------------|---|------------------|---|------------------|
| | HK\$'000 | 2001 HK\$'000 | HK\$'000 | 2001 HK\$'000 |
| Segment revenue | | | | |
| Hong Kong | 4,434 | 8,464 | 10,508 | 16,871 |
| The People's Republic of China | 3,720 | 4,481 | 6,793 | 11,802 |
| | 8,154 | 12,945 | 17,301 | 28,673 |
| Segment results | | | | |
| Hong Kong | (3,314) | 849 | (4,001) | 2,986 |
| The People's Republic of China | (314) | 504 | (1,021) | 2,646 |
| | (3,628) | 1,353 | (5,022) | 5,632 |

In accordance with the Group's primary internal financial reporting, the Group adopted geographical segments as the primary basis of segment reporting.

5. Profit/(loss) from operating activities

The Group's profit/(loss) from the operating activities is arrived at after charging/(crediting):—

| | Unaudited three months ended 30 September | | Unaudited six months ended 30 September | |
|---|---|------------------|---|------------------|
| | 2002 HK\$'000 | 2001 HK\$'000 | 2002 HK\$'000 | 2001 HK\$'000 |
| Staff costs* | 4,127 | 5,537 | 8,238 | 11,492 |
| Depreciation* | 924 | 990 | 1,843 | 1,980 |
| Amortisation of deferred development expenditure | 780 | 589 | 1,560 | 1,118 |
| Lease payments under operating leases | | | | |
| — Land and buildings | 827 | 1,039 | 1,629 | 2,313 |
| — Office equipment | 14 | 10 | 27 | 24 |
| Loss on disposal of fixed assets | 573 | — | 573 | — |
| Forfeiture of customer deposits | — | — | — | (1,688) |
| Provision of contents | — | — | — | (1,285) |
| Interest income | (29) | (6) | (65) | (12) |
| Exchange gains, net | — | — | — | (8) |

* net of amounts capitalised in deferred development expenditure

6. Tax

No provision for Hong Kong profits tax has been made as the Group either had no assessable profits arising in Hong Kong, or had losses brought forward from the prior year to offset the assessable profits during the six months ended 30 September 2002 (2001: Nil).

Tradeeasy Information Technology (Guangzhou) Limited, a Sino-foreign co-operative joint venture company established and operating in Guangzhou, is subject to Mainland China enterprise income tax at a rate of 33%.



Tradeeasy Information Technology (Beijing) Limited, a wholly foreign-owned enterprise established and operating in Beijing, is subject to Mainland China enterprise income tax at a rate of 33%. Pursuant to a notice dated 8 January 2001 issued by 北京市海澱區國家稅務局, Tradeeasy Information Technology (Beijing) Limited has a status as a High and New Technology Enterprise and hence the applicable income tax rate was reduced to 15%. The notice also stated that Tradeeasy Information Technology (Beijing) Limited is entitled to full exemption from Mainland China income tax for the years 2000 to 2002 to be followed by a 50% reduction in the then applicable income tax rate for the years 2003 to 2005.

7. Earnings/(loss) per share

The calculation of basic earnings/(loss) per share for the three months and the six months ended 30 September 2002 is based on the net loss from ordinary activities attributable to shareholders of HK\$3.6 million and HK\$5 million (2001: net profit of approximately HK\$1.4 million and HK\$5.6 million) and the weighted average of approximately 400,000,000 shares (2001: approximately 350,000,000 shares) deemed to have been in issue during those periods.

Diluted earnings/(loss) per share for the three months and the six months periods ended 30 September 2002 and 2001 are not disclosed as no diluting events occurred during those periods.

8. Fixed assets

| | Leasehold improvements HK\$'000 | Furniture and fixtures HK\$'000 | Computer and office equipment HK\$'000 | Total HK\$'000 |
|---------------------------------|---------------------------------------|---------------------------------------|---|-------------------|
| Cost | | | | |
| At 1 April 2002 | 1,697 | 941 | 14,223 | 16,861 |
| Additions | 116 | 111 | 706 | 933 |
| Disposal | (648) | (134) | (145) | (927) |
| At 30 September 2002 | <u>1,165</u> | <u>918</u> | <u>14,784</u> | <u>16,867</u> |
| Accumulated depreciation | | | | |
| At 1 April 2002 | 423 | 407 | 7,589 | 8,419 |
| Depreciation | 171 | 89 | 2,042 | 2,302 |
| Write back on disposal | (244) | (53) | (57) | (354) |
| At 30 September 2002 | <u>350</u> | <u>443</u> | <u>9,574</u> | <u>10,367</u> |
| Net book value | | | | |
| At 30 September 2002 | <u>815</u> | <u>475</u> | <u>5,210</u> | <u>6,500</u> |
| At 31 March 2002 | <u>1,274</u> | <u>534</u> | <u>6,634</u> | <u>8,442</u> |



9. Deferred development expenditure

| | HK\$'000 |
|---------------------------------|---------------|
| Cost | |
| At 1 April 2002 | 19,164 |
| Additions | 5,093 |
| | <hr/> |
| At 30 September 2002 | 24,257 |
| Accumulated amortisation | |
| At 1 April 2002 | 2,534 |
| Amortisation | 1,560 |
| | <hr/> |
| At 30 September 2002 | 4,094 |
| Net book value | |
| At 30 September 2002 | 20,163 |
| | <hr/> |
| At 31 March 2002 | 16,630 |
| | <hr/> |

10. Trade receivables

An aged analysis of the trade receivables is as follows:—

| | Unaudited 30 September 2002 HK\$'000 | Audited 31 March 2002 HK\$'000 |
|--------------------|---|---|
| Current to 30 days | 357 | 515 |
| 31 to 60 days | 207 | 192 |
| 61 to 90 days | 206 | 148 |
| Over 90 days | 1,128 | 893 |
| | <hr/> | <hr/> |
| | 1,898 | 1,748 |
| | <hr/> | <hr/> |

The Group normally allows credit terms for established customers ranging from 14 to 45 days.

11. Prepayments, deposits and other receivables

During the six months ended 30 September 2002, placing expenses of HK\$3,832,000 was refunded to the Company by certain shareholders of the Company in respect of the placing of the shares of the Company on GEM on 7 March 2002.

12. Trade payables

An aged analysis of the trade payables is as follows:—

| | Unaudited 30 September 2002 HK\$'000 | Audited 31 March 2002 HK\$'000 |
|--------------------|---|---|
| Current to 30 days | 88 | 142 |
| 31 to 60 days | 90 | 36 |
| 61 to 90 days | 1 | 62 |
| Over 90 days | 135 | 24 |
| | 314 | 264 |

13. Finance lease payables

As at 30 September 2002, the total minimum lease payments under finance leases and their present values were as follows:—

| | Unaudited Minimum lease payments 30 September 2002 | Audited Minimum lease payments 31 March 2002 | Unaudited Present value of minimum lease payments 30 September 2002 | Audited Present value of minimum lease payments 31 March 2002 |
|----------------------------------|---|---|--|--|
| Amounts payable within one year | 456 | 1,114 | <u>381</u> | <u>941</u> |
| Future finance charges | <u>(75)</u> | <u>(173)</u> | | |
| Total net finance lease payables | <u>381</u> | <u>941</u> | | |

14. Movement in reserves

Save as disclosed in "Condensed Consolidated Statement of Changes in Equity", there was no other movement of reserves of the Group.

15. Related party transactions

During the six months ended 30 September 2002, an aggregate amount of approximately HK\$755,000 was paid by the Group to CCT Infrastructure Limited ("CCTI"), a wholly owned subsidiary of CCT Telecom Holdings Limited which in turn is a substantial shareholder of the Company, in respect of a grant of non-exclusive use of the Group's present office premises in Quarry Bay, Hong Kong by CCTI. The arrangement was defined as a "Non-exempted continuing Connected Transaction" in the Prospectus.

INTERIM DIVIDEND

The directors do not recommend the payment of an interim dividend for the six months ended 30 September 2002 (2001: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Business and operation review

Operations for the first half of year 2002 slowed down due to the unfavourable market sentiment and continuous global economic downturn. The overall market for marketing services for exporters remains sluggish, especially in Hong Kong. SME manufacturers are facing problems such as fierce competition and high operating cost and a number of them are struggling for survival. Most of them are skeptical of an imminent market recovery and are extremely conservative with their marketing budgets.

Turnover and loss attributable to the shareholders for the six months ended 30 September 2002 were respectively approximately HK\$17 million (2001: HK\$29 million) and HK\$5 million (2001: net profit of HK\$5.6 million). Included in the results of the first six months of 2001 were sales of content to a content provider and the forfeiture of non-refundable deposits from customers totaling HK\$3 million which were one-off in nature.

The management continues to exercise tight cost controls. The Group participated in more overseas trade shows than during the same period of last year which resulted in an increase of advertising and promotion expenses. In order to offset a major portion of the promotional expenses, the Group represented its clients in displaying their products in overseas trade shows for a fee. Despite additional professional and mandatory expenses required for compliance with the listing requirements of GEM, the selling expenses, administration expenses and promotion expenses in aggregate were reduced by 12% compared with the corresponding six month period in 2001. Some of the Group's offices in China were relocated to premises offering more favourable terms, HK\$573,000 was incurred as part of the operating expenses because of the removal.



The management believes that the PRC market has considerable growth potential and opportunities. With a view to expanding its market share in the PRC, the Group has actively been exploring new markets and finding appropriate agents. Six seminars were held in the South part of the PRC during the six months period ended 30 September 2002.

In order to explore and secure new sources of revenue, the Group entered into an arrangement with Yahoo! Hong Kong to market their on-line services to major corporations in southern China.

Prospect

Despite the global economic downturn, the PRC's export sector is expected to continue to grow. Looking ahead, the Group will focus its business development in China. The Group will actively look for strategic partners to represent the Group's services in different regions and to establish new sources of income.

The Group is in the process of finalising a co-operation agreement with a company in Hong Kong to promote Hong Kong exporters to the domestic China market. The intra-China trade platform has been established and will provide an Internet based communication platform to facilitate the Group's clients to market their products within China in a more efficient manner.

The Group will focus on off-line marketing services such as participating in overseas trade shows, organising meetings between buyers and sellers in Hong Kong so as to generate quality trade leads for the Group's clients. Trial meetings between sellers and buyers have been conducted and the services were well received.

The management believes ASP and technical consultancy services will provide better growth potential to the Group. The e-marketing module in the proprietary Management Automation Software, e-IMS, has been modified and enhanced to fit in the growing demand for SME exporters in China and Hong Kong.

The Group has adopted a cost containment strategy and will continuously enhance products and services to ensure that it is in a position to capture growth opportunities when the global economy recovers.

Liquidity, financial resources and capital structure

The Group's operation were principally financed by cash flows generated internally and from the proceeds of the listing on 7 March 2002. As at 30 September 2002, the Group's cash and cash equivalent amounted to HK\$11 million of which 90% was denominated in Hong Kong dollars. The Group adopts a conservative approach to its treasury policy. Cash is generally placed in short-term interest bearing deposits denominated in Hong Kong dollars with an authorized financial institute in Hong Kong.

As at 30 September 2002, the net asset value of the Group amounted to HK\$33 million. The Group had an obligation under the finance leases of HK\$0.4 million, all of which are repayable within the financial year ending 31 March 2003, on its computer servers and equipment at net book value HK\$1.6 million as at 30 September 2002. Apart from such finance leases, during the period under review and at the period end date, the Group had no other borrowings, banking facilities or assets pledged. The gearing ratios expressed as total long-term external borrowings/total equity were nil as at 30 September 2002 and 31 March 2002.

As at 30 September 2002, the Group's total current assets and total current liabilities were HK\$16 million and HK\$9 million respectively; the current ratio of the Group was 1.7 as compared to 2.3 as of 31 March 2002.

There has been no change in the capital structure of the Company during the six months ended 30 September 2002.



Foreign currency exposure

The Group's reporting currency is in Hong Kong dollars. Most of the transactions, assets and liabilities of the Group are dominated in Hong Kong dollars and Renminbi. Since the exchange rate fluctuation between Hong Kong dollars and Renminbi is minimal, the Board considers that the Group is not significantly exposed to any exchange risk and accordingly, no hedging transaction was made during the period.

Contingent liabilities

As at 30 September 2002, the Group had no material contingent liabilities.

Future plans for investment or capital assets

The Group's future plans for investment or capital assets will be in line with the "Statement of Business Objectives" as contained in the Prospectus. The source of funding will come from the proceeds from the initial public offering and cash flows generated internally.

Acquisition and disposal of subsidiaries and affiliated companies

During the six months ended 30 September 2002, the Group had no material acquisitions and disposals of subsidiaries and affiliated companies.

Significant investments

During the six months ended 30 September 2002, the Group did not hold any significant investments.



Employee information

As at 30 September 2002, the Group employed 72 staffs in HK and 223 staffs in China. Total staff costs (including directors' remuneration) of the Group stood at HK\$9.7 million for the six months ended 30 September 2002. Staffs are remunerated according to their performance and working experience. In addition to the basic salaries and participation in the mandatory provident fund scheme, staff benefits include medical insurance and share options schemes.

COMPARISON OF BUSINESS OBJECTIVES WITH ACTUAL BUSINESS OPERATION

The following is a comparison of the actual business progress in the period from 1 April 2002 to 30 September 2002 ("Review Period") and the business objectives as set out on pages 101 to 105 of the Prospectus. To attain our long-term business goals, the Group reviews its business objectives and strategies on an ongoing basis and makes adjustments as necessary.

Business objectives for the Review Period as set out in the Prospectus

Actual business progress in the Review Period

BUSINESS DEVELOPMENT

The PRC

- Study and evaluate potential independent service providers as agents in the PRC
- Study and evaluation on proposals from potential agents in progress.
- Appoint at least two independent service provider as agent to enhance the penetration of Tradeeasy in Jiangsu area in the PRC
- The Group formed an alliance with two PRC organisations to create larger potential customer base



Taiwan

- Select office location(s) to set up representative office(s) in Taiwan
- As Taiwan manufacturers are moving their manufacturing base to the PRC, the Group is studying the possibility of recruiting Taiwan customers in the PRC
- Appoint at least one independent service provider as an agent in Taiwan

Other parts of Asia

- Study and evaluate potential independent service providers as agents in India, Singapore or South Korea
- Study in progress

Strategic alliances

- Evaluate and form a strategic alliances with a content provider
- The Group entered into an arrangement with an international content provider to market their on-line services to major corporations in Southern China.

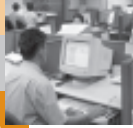
PRODUCT ENRICHMENT AND ENHANCEMENT

e-Marketplace

- Continue to increase the depth of the content and variety of features on tradeeasy.com such as the inclusion of the trading of parts and components
- The module for parts and components has been completed and rolled out

Management automation services

- Identify IP in respect of vertically developed software for specialized industries
- Study in progress
- Develop inventory and accounting software
- Specifications finalised for inventory and accounting software, looking for outsourcing partners.
- Develop the intra China trade platform, establish intra China Trade sales channel
- Development has been completed and rolled out
- Develop MRP
- Market research in progress
- The e-marketing module in the Group's proprietary ASP service, eIMS, was modified and enhanced to meet the demand from the market



Others

- Consider the possibility of organizing tradeshows in Europe, US for houseware, garment or premium gift industries for the Group's customers to promote their products
- Represent customers at tradeshows and exhibitions in overseas countries
- Market research in progress
- Represented customers to participate in 8 different tradeshows held in the USA, Japan, Germany and the United Kingdom

MARKETING AND PROMOTION

- Continue to advertise and promote the Tradeeasy brand name via multimedia and by attending or organizing at least six conferences and seminar in the PRC and Hong Kong
- Modify the sales cycle to enhance the overall efficiency and success rate in obtaining new customers through the enhancement of existing management system
- 6 conferences and seminars were held in HK and the PRC, participated in 8 overseas trade shows to promote the Group and clients' products.
- Work flows reviewed, modification finalised.

TECHNOLOGY MAINTENANCE

- Evaluate the existing computer hardware and software application
- Upgrade all application areas by applying XML technology and maintaining the existing server systems to support continuous growth
- Certain hardware were fine tuned and upgraded to maintain operational efficiency
- Review on the information management system was in progress; certain fine-tuning were completed to support increasing demand on server speed.



USE OF PROCEEDS

The placement of shares of the Company in the initial public offering has raised proceeds of approximately HK\$20 million. The Group utilized the net proceeds as follows:—

| Business objectives | Planned use of proceeds as stated in the Prospectus up to 30 September 2002 HK\$'000 | Amounts utilized up to 30 September 2002 HK\$'000 |
|------------------------------------|---|--|
| Business development | 250 | 350 |
| Product enrichment and enhancement | 3,150 | 5,250 |
| Marketing and promotion | 1,000 | 2,150 |
| Technology maintenance | 1,750 | 1,050 |
| | 6,150 | 8,800 |

In order to enhance the foothold in the competitive market, the Group has accelerated the modification and enhancement of the e-marketing module in e-IMS. More resources were allocated to promotional activities in this period so as to meet with the schedule for overseas trade shows. The Group estimated total expenditure to achieve the Group's business objectives will be in line with the amounts disclosed in the paragraph "Statement of Business Objectives" in the section headed "Business Objectives" in the Prospectus. The Group has placed the unused balance of proceeds from the initial public offering on short-term deposits.

DIRECTORS' INTERESTS IN SHARES

As at 30 September 2002, the interests of the directors and their associates in the share capital of the Company and any associated companies as defined in the Securities (Disclosure of Interest) Ordinance ("SDI Ordinance") as recorded in the register maintained by the Company pursuant to Section 29 of the SDI Ordinance, were as follows:—

| Name of director | Number of shares held and nature of interest | |
|------------------------|--|----------------|
| | Personal | Family |
| Yu Lup Fat, Joseph | 5,301,927 | — |
| Yip Kwok Cheung (Note) | 23,610,662 | 518,411 |
| Wong Kai Yin, Paul | 23,468,415 | — |
| To Man Yau, Alex | 14,994,162 | — |
| | <u>67,375,166</u> | <u>518,411</u> |

Note: The family interest of Yip Kwok Cheung in 518,411 share is held by his wife, Ms. Choy Ching Yee, Ruby.

Save as disclosed above, none of the directors or their associates had any personal, family, corporate or other interests in the equity or debt securities of the Company or any of its associated corporations as defined in the SDI Ordinance.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Directors' interests in shares" above and "Share option schemes" below, at no time during the period under review 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 children under 18 years of age, or were any such rights exercised by them, or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SHARE OPTION SCHEMES

On 20 February 2002, two share option schemes, namely Pre-IPO Share Option Scheme and Share Option Scheme (as defined in the Prospectus), were approved by a written resolution of the sole shareholder of the Company. The summary of the terms of each share option scheme has been set out in Appendix V of the Prospectus under the sections headed "Share Option Scheme" and "Pre-IPO Share Option Scheme" respectively.

On 20 February 2002, the Company granted options under the Pre-IPO Share Option Scheme to 57 full-time employees, who are neither the directors of the Company nor the senior management of the Group, to subscribe for an aggregate of 5,714,500 shares in the Company. No further options were then granted under the Pre-IPO Share Option Scheme. Part of such options that were exercisable during 10 business days from and including 7 September 2002 to subscribe for an aggregate of 2,857,250 shares were lapsed without being exercised. Save as disclosed above, at no time during the six months ended 30 September 2002, such options granted was exercised or cancelled.

During the six months ended 30 September 2002, the Company did not grant any share option under the Share Option Scheme.

SUBSTANTIAL SHAREHOLDERS

As at 30 September 2002, the following entities holding interests of 10% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 16(1) of the SDI Ordinance:—

| Name of shareholder | Number of shares held | Percentage of the Company's issued capital |
|-------------------------------------|-----------------------|--|
| Manistar Enterprises Limited | 93,364,070 | 23.34% |
| CCT Telecom Holdings Limited (Note) | 93,364,070 | 23.34% |

Note: Manistar Enterprises Limited is 100% beneficially owned by CCT Telecom Holdings Limited.

Save as disclosed above, the directors are not aware of any person who directly or indirectly, had a registered interest of 10% or more in the issued share capital of the Company as at 30 September 2002 which was required to be recorded pursuant to Section 16(1) of the SDI Ordinance.

SPONSOR'S INTERESTS

As at 30 September 2002, neither Hantec Capital Limited (the "Sponsor") nor any of its respective directors or employees or associates (as referred in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interest in the share capital of the Company or of any members of the Group, or had any right to subscribe for or to nominate persons to subscribe for the share capital of the Company or of any members of the Group.

Pursuant to the agreement dated 26 February 2002 between the Company and the Sponsor, the Sponsor is entitled to receive a fee for acting as the Company's sponsor for the period from 7 March 2002 to 31 March 2004.



COMPETING INTEREST

During the period under review, none of the directors or the management shareholders (as defined under the GEM Listing Rules) of the Company had any interest in a business that competed or might compete with the business of the Group either directly or indirectly.

PURCHASES, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Other than in connection with the Company's placing, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the period under review.

COMPLIANCE WITH RULES 5.28 TO 5.39 OF THE GEM LISTING RULES

The Company has complied with the board practices and procedures as set out in Rules 5.28 to 5.39 of the GEM Listing Rules during the period under review.

AUDIT COMMITTEE

The Company established an audit committee on 26 September 2001 with written terms of reference in compliance with Rules 5.23 to 5.25 of the GEM Listing Rules. The audit committee has three members comprising two independent non-executive directors, Mr. Tam King Ching, Kenny and Mr. Wu Yao Hua, Terence and one non-executive director, Mr. Tam Ngai Hung. The audit committee has reviewed the Group's unaudited consolidated interim results for the six months ended 30 September 2002.

By order of the Board of
Tradeeasy Holdings Limited
YU LUP FAT, JOSEPH
Chairman

Hong Kong, 11 November 2002