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## TOTAL DUE DILIGENCE REPORT (TDDR)

Target: Sample Holdings Limited

Order Date: 26 Jun 20XX

**Confirmation of report sent on: 20 Jul 20XX**

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ALL FIGURES QUOTED IN HONG KONG DOLLARS UNLESS OTHERWISE STATED

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Following receipt of your instructions dated 26 Jun 20XX, we instituted investigations, enquiries, cross-referencing and verification in compiling this TOTAL Due Diligence Report (TDDR) on Sample Holdings Limited (hereafter called "**Subject**"), and its two major shareholders and three executive directors. Appendages below are the results of our investigations.

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## A) BACKGROUND

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### 1) History

Subject was incorporated as a limited company at Bermuda and was registered as an overseas company (Non-Hong Kong Company) in Hong Kong on 11 Aug 20XX at Companies Registry (“CR”) under CR No. F00\*\*\*\*\* under the company name Meg\*\*\*\*\* Holdings Limited, which was changed to current style “Sample Holdings Limited” on 21 Mar 20XX. Subject’s Business Registration Certificate, at Business Registration Office, Inland Revenue Department, is \*\*\*\*4534.

As of last annual return dated 11 Aug 20XX, Subject’s Registered Office is at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Registered Principal Place of Business in Hong Kong is Unit \*\*12, \*\*/F, Shell Tower, Times Square, Causeway Bay, Hong Kong.

Subject’s shares have been listed since 19 Jan 20XX on the Growth Enterprise Market (GEM\*) of The Stock Exchange of Hong Kong Limited under stock code “\*\*79”.

Subject also has a Chinese name “\*\*\*\*控股有限公司”, which is not officially registered and is for identification purpose only.

### 2) Share Capital and Substantial Shareholders:

#### a) Share Capital (as of 3 Jun 20XX, per Company Information Sheet filed to Hong Kong Stock Exchange):

Authorized share capital: HKD10,000,000 (divided into 5,000,000,000 shares @ HKD0.002 = HKD10,000,000.00)

Issued and fully paid up capital: HKD7,162,670 (divided into 3,581,335,000 shares @ HKD0.002)

#### b) Substantial Shareholders (as of 3 Jun 20XX, per Company Information Sheet filed to Hong Kong Stock Exchange):

<u>Names</u>	<u>No. of shares held</u>	<u>% held</u>
****ROFIT GLOBAL INC (Note 1)	2,006,250,000	56.02
SXX Ho (Note 2)	2,033,328,000	56.78

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\*\*\*\* Bridge Int'l Limited      237,580,000      6.64  
(Note 3)

None filed as defendant in our database (including last 7 years' civil claims records; and criminal records since 1 Jan 20XX in Hong Kong; and partial civil and criminal records (in major cities) in China).

No winding up or bankruptcy petition has been filed in the last 7 years in Hong Kong.

No adverse information is learned (including media search and search of regulatory bodies in Hong Kong and China).

**Notes:**

- 1). \*\*\*\*ROFIT GLOBAL INC, a private limited company incorporated in British Virgin Islands and is beneficially and wholly owned by SXX Ho, is regarded by Subject's directors as the immediate and ultimate holding company of Subject.
- 2). SXX Ho is interested in 27,078,000 shares of Subject and, by virtue of his interest in \*\*\*\*ROFIT GLOBAL INC is deemed to be also interested in 2,006,250,000 shares of Subject.
- 3). As per Third-Quarter report ended 31 Mar 20XX, these 237,580,000 shares were held in the name of \*\*\*\* Bridge International Limited. \*\*\*\* Bridge International Limited is beneficially and wholly-owned by \*\* Resources Investment Limited, which in turn is beneficially and wholly owned by \*\*\* Jinmin, an executive director of Subject. (As per your given Affidavit of Compliance for Business Entity dated 22 day 20XX (completed and sworn by Robert Geoffrey \*\*\*\* (Subject's executive director), \*\*\*\* Bridge International Limited is however revealed as 20% equity owned by \*\* Resources Investment Limited, which in turn is beneficially and wholly-owned by \*\*\* Jinmin, an executive director of Subject.). \*\*\*\* Bridge International Limited, is not incorporated or registered in Hong Kong, is believed incorporated/registered overseas.

**3) Directors** (as of 3 Jun 20XX, per Company Information Sheet filed to Hong Kong Stock Exchange):

**Executive Directors:**

Mr. SXX Ho

Mr. Robert Geoffrey \*\*\*\*

Mr. \*\*\* Jinmin

**Non-Executive Director**

Ms. \*\*\*\* Yang

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### Independent Non-Executive Directors

Mr. \*\*\*\* Wing Leung Andy

Mr. \*\*\*\*\* Ronghua

Mr. \*\*\* Fengmao

### **\*CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“STOCK EXCHANGE”)**

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

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

### **B) OPERATION & ACTIVITIES**

Subject is an investment holding company whose principal subsidiaries (collectively as “the Group”) are mainly engaged in the provision of sports lottery management and marketing consultancy services, supply of sports lottery sales terminals, provision of sports lottery information technology and payment solutions, software games and system, enterprise solutions of digital image processing system, surveillance system and related maintenance services to outside customers in the People’s Republic of China (PRC) and the Macao Special Administrative Region of PRC (Macao). Subject’s joint venture with \*\*\*\*\* Group (a subsidiary of \*\*\*\*\* PLC, a United Kingdom gaming company) has developed a high frequency game called Electronic Motor Racing (EMR). The EMR game is based on a central system managing video displays in venues. The display runs a motor race every several minutes and players can forecast the winner, second, third or combinations.

In summary, the Group is providing a fully integrated range of solutions for the sports lottery market in China; develops related products and provides professional services, including:

- Marketing consultancy for provincial and regional sports lottery markets

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- Lottery shops and retail chain management and marketing consultancy
- Lottery game and system development
- Lottery sales terminals and accessories

As of 30 Jun 20XX, the footprints of the Group's lottery business cover the municipality of Chongqing and the provinces of Hunan, Jiangxi, Anhui, Gansu, Liaoning and Jiangsu in China (collectively referred to as the "Territories"). The population of the Territories in aggregate amounted to approximately 340.3 million for 20XX, representing approximately 25.9% of the total population in China\*. In addition, out of the seven Territories in which the Group has developed its lottery business, two of them (namely, Jiangsu and Liaoning) were ranked as first and fifth in terms of their respective total annual sports lottery sales among all the provinces in China for 20XX\*\*. Total annual sports lottery sales for 20XX for Jiangsu and Liaoning stood at approximately RMB4.3 billion (or approximately HK\$4.8 billion) and approximately RMB2.0 billion (or approximately HK\$2.2 billion) respectively, representing approximately 11.3% and 5.2% of the total annual sports lottery sales of approximately RMB38.5 billion (or approximately HK\$42.8 billion) for 20XX for the entire country.

\* source: website of CHINA POPIN (中國人口信息網)

\*\* source: 中國體育報 (China Sports Daily) dated 2 January 20XX

The Group has commenced operations in many key provinces in China and is continuously expanding nationwide. Its headquarter office is located at Unit 39\*\*, \*\*/F, Shell Tower, Times Square, Causeway Bay, Hong Kong with Tel.: (852) 2506\*\*\*\*, Fax: (852) 2506\*\*\*\*, Email: [info@\\*\\*\\*\\*.com](mailto:info@****.com) & Website: [www.\\*\\*\\*\\*.com](http://www.****.com).

## C) DIRECTORS BACKGROUND & PROFILE

**SXX Ho** (Chinese name X 豪), born 2 Oct 19XX in Jiangsu Province, China, is a mainland Chinese with HKID#K\*\*\*015-A, Chairman, Executive Director and Chief Executive Officer, is also the majority shareholder of Subject and held 27,078,000 shares (personal interest) and 2,006,250,000 (corporate interest - held in the name of \*\*\*\*ROFIT GLOBAL INC., which is beneficially and wholly-owned by SXX Ho). These totally 2,033,328,000 shares equalled to 56.80% of the issued shares of Subject as of 3 Jun 20XX.

Aged 40, he is also authorised representative, compliance officer and member of the nomination committee of Subject. He has extensive experience in the financial management of enterprises. He

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holds a bachelor degree in Economics from the University of Sydney in Australia and a master degree in Corporate Finance from the Hong Kong Polytechnic University. He is a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. As a part-time researcher of the China Center for Lottery Studies, Peking University, he has undertaken and completed a number of significant research studies regarding the development and future prospects of the Asia Pacific's gaming markets. He has always dedicated himself to the development of China's lottery markets.

SXX was previously the CEO of China \*\*\*\*\* Holdings Limited, the issued shares of which are listed on GEM of the Stock Exchange, an executive director of \*\*\*\* Holdings Limited, the issued shares of which are listed on the Main Board of the Stock Exchange and had worked for KPMG, an international accounting firm, where he was involved in the auditing and due diligence activities for clients.

He can be reached at residential number 2506\*\*\*\*, mobile number 9168\*\*\*\* and office number 2506\*\*\*\*.

Investigations reveal that SXX Ho is also listed as a director of the following companies in Hong Kong:

CR No.	Company Name	Company Status	Remarks
1104444	Sample Equipment Limited	Private Limited	-
1177674	Sample Gaming Limited	Private Limited	-
1087046	Sample Group Limited	Private Limited	-
1344136	Sample Interactive Media Holdings Limited	Private Limited	-
1104447	Sample Management Limited	Private Limited	-
1305084	Sample Media Holdings Limited	Private Limited	-
1212521	Sample Payment Gateway Limited	Private Limited	-
1062463	Asia ***** Limited	Private Limited	-
0920656	China ***** Investment (Holdings) Limited	Private Limited	Dissolved
1085647	Global **** Limited	Private Limited	Dissolved
1058127	**** Management Limited	Private Limited	-

CR No.	Company Name	Company Status	Remarks
0816226	***** International Limited	Private Limited	-
0791139	**** Group Limited	Private Limited	-

**Note:** The above companies are not filed as defendant in our database ((including last 7 years' civil claims records and criminal records since 1 Jan 2004 in Hong Kong, and partial civil and criminal records (in major cities) in China).

His residential address is registered (and verified) at Unit, \*\*/F, South Horizons Tower \*\* (Mei Hin Court), No. 23 South Horizon Drive, Ap Lei Chau, Hong Kong, which is a 746 sq. ft. gross area (594 sq. ft. net area) residential unit at a 15-year-old residential building, located at an ordinary to middle class private housing estate, southern part of Hong Kong Island, Hong Kong. This is a self-owned unit, which was purchased by

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SXX Ho and his alleged wife \*\*\*\* Wen Huai on 15 Oct 19XX (date of assignment) for HKD3,380,000, pledged to The Hongkong and Shanghai Banking Corporation Limited for mortgage to secure general banking facilities concurrently but was released on 22 May 20XX. No outstanding charge or mortgage recorded since then.

None filed as defendant in our database (including last 7 years' civil claims records; and criminal records since 1 Jan 20XX in Hong Kong; and partial civil and criminal records (in major cities) in China).

No bankruptcy petition has been filed in the last 7 years in Hong Kong.

No adverse information was learned (including media search and search of regulatory bodies in Hong Kong and China).

**Robert Geoffrey \*\*\*\*** (also known as Robert \*\*\*\* or Bob \*\*\*\*), Executive Director, was born 25 May 19XX in Toronto, Canada with Australia PP#E\*\*\*\*446. Aged 51, he is also the head of gaming. He is also a director of Asia \*\*\*\*\* Limited, an indirect 51%-owned subsidiary of Subject, and its wholly-owned subsidiary, \*\*\*\* (北京) 有限公司 (Asia \*\*\*\*\* (Beijing) Co., Ltd) and \*\*\*\*\* Management Limited, an indirect wholly-owned subsidiary of Subject.

He brings to Subject over 15 years of experience in senior roles within the international gaming and wagering industry. He has accumulated a broad range of operational, business development and implementation expertise across industry sectors including sports betting operations, on-line lottery operations, pari-mutuel and fixed odds wagering, electronic gaming machine (EGM) and video lottery terminal (VLT) operations, casino operations and gaming systems implementation and integration. Through his tenure with Australia's leading gaming companies, \*\*\*\*\* Holdings Limited, \*\*\*\* Limited and \*\*\* Limited, he has developed and/or managed gaming operations within Asia and

the Asia Pacific region including India, Malaysia, Philippines, Vietnam and Thailand. Most recently in his capacity as Regional Manager, He was instrumental over a 3-year campaign to have \*\*\*\*\* systems, lottery game designs and operations approved in China at the central government level. He provides advice and assistance to the Group with respect to gaming operations design and implementation, business development and gaming business review.

He can be reached at mobile number \*\*\*\*7404 and office number \*\*\*\*7186 (direct).

Investigations reveal that Robert Geoffrey \*\*\*\* is also listed as a director of the following companies in Hong Kong:



CR No.	Company Name	Company Status	Remarks
1104444	Sample Equipment Limited	Private Limited	-
1177674	Sample Gaming Limited	Private Limited	-
1344136	Sample Interactive Media Holdings Limited	Private Limited	-
1104447	Sample Management Limited	Private Limited	-
1305084	Sample Media Holdings Limited	Private Limited	-
1212521	Sample Payment Gateway Limited	Private Limited	-
1062463	Asia **** Limited	Private Limited	-
1058127	**** Management Limited	Private Limited	-

**Note:** The above companies are not filed as defendant in our database ((including last 7 years' civil claims records and criminal records since 1 Jan 20XX in Hong Kong, and partial civil and criminal records (in major cities) in China).

His residential address is registered at Unit \*, \*\*/F, Block \*\*, South Horizons, No. 22 South Horizon Drive, Ap Lei Chau, Hong Kong, which is a 1,602 sq. ft. gross area (1,308 net area) residential unit at a 15-year-old residential building, located at an ordinary to middle class private housing estate, southern part of Hong Kong Island, Hong Kong. This is a company quarter (rented) provided by Subject to Robert Geoffrey \*\*\*\*. (Owner of the unit is \*\*\*\*\* Limited, which is not related to Subject or Robert Geoffrey \*\*\*\*).

None filed as defendant in our database (including last 7 years' civil claims records; and criminal records since 1 Jan 20XX in Hong Kong; and partial civil and criminal records (in major cities) in China).

No bankruptcy petition has been filed in the last 7 years in Hong Kong.

No adverse information was learned (including media search and search of regulatory bodies in Hong Kong and China).

**\*\*\* Jinmin** (Chinese Name \*晉民), **Executive Director, is a mainland Chinese with China PP#G\*\*01645.** He is also a shareholder of Subject and held 237,580,000 shares (held in the name of \*\*\*\* Bridge International Limited, which is beneficially and wholly-owned by \*\* Resources Investment Limited, which in turn is beneficially and wholly-owned by \*\*\* Jinmin). These 237,580,000 shares equalled to 6.64% issued shares of Subject as of 31 Mar 20XX.

Aged 43, \*\*\* Jinmin is also a director of \*\*\*\*\*管理有限公司 (\*\*\*\* Management Co., Ltd.), 廣東\*\*\*\*\*有限公司 (Guangdong Sample Co., Ltd.), 北京\*\*\*\*\*有限公司 (Beijing \*\*\*\*\* Development Co., Ltd.) and 遼寧\*\*\*\*\*管理有限公司 (China \*\*\*\* Co., Ltd.), being indirect wholly-owned subsidiaries of Subject, responsible for their business development, strategic planning and supervision of their operations.



He has over 15 years of experience in business development, investment, corporate management and strategic planning. Prior to joining the Group, he was director of \*\*\*\* Energy (SPEC) Pte Ltd., managing director of \*\*\*\* Overseas (Holdings) Pte Ltd., vice president of Shenzhen \*\*\*\*\* Industry (Holdings) Co., Ltd., chairman of Shenzhen \*\*\*\*\* \*\*\*\*\* Silicons Co., Ltd., director of \*\*\*\*\* Logistics Pte Ltd. and executive director of \*\*\*\* Pharmaceutical Limited, the issued shares of which are listed on Singapore Exchange Limited.

His residential address is registered at \*\*\*\*\*, Forest Hill, Xiang Mi Hu Road, Futian, Shenzhen City, Guangdong, Province, China.

None filed as defendant in our database (including last 7 years' civil claims records; and criminal records since 1 Jan 20XX in Hong Kong; and partial civil and criminal records (in major cities) in China).

No bankruptcy petition has been filed in the last 7 years in Hong Kong.

No adverse information was learned (including media search and search of regulatory bodies in Hong Kong and China).

## D) FINANCIAL AND BANKING

### Quarter Income Statement (un-audited)

In Millions of Hong Kong Dollars (except for per share items)	20XX 20XX-03-31 Period Length 3 Months	20XX 20XX-12-31 Period Length 3 Months	20XX 20XX-09-30 Period Length 3 Months	20XX 20XX-06-30 Period Length 3 Months	20XX 20XX-03-31 Period Length 3 Months
<b>Revenue</b>	<b>10.8</b>	<b>19.4</b>	<b>15.4</b>	<b>13.1</b>	<b>8.9</b>
Other Revenue, Total	--	--	--	--	--
Total Revenue	10.8	19.4	15.4	13.1	8.9
Cost of Revenue, Total	8.3	12.7	8.3	4.4	7.1
Gross Profit	2.5	6.6	7.1	8.6	1.8
Selling/General/Admin. Expenses, Total	29.6	100.1	36.9	13.1	41.1
Research & Development	--	--	--	--	--
Depreciation/Amortization	9.9	9.7	9.9	13.4	13.6
Interest Expense, Net - Operating	--	--	--	--	--
Interest/Investment Income - Operating	(0.7)	(0.8)	(0.5)	0.6	2.1
Interest Expense(Income) - Net Operating	--	--	--	--	--
Unusual Expense (Income)	--	--	--	--	--
Other Operating Expenses, Total	(0.2)	0.0	0.0	(0.1)	0.1
Total Operating Expense	46.8	121.7	54.6	31.4	63.9
Operating Income	(36.0)	(102.3)	(39.2)	(18.4)	(54.9)
Interest Expense, Net Non-Operating	--	--	--	--	--
Interest/Invest Income - Non-Operating	--	--	--	--	--
Interest Income(Exp), Net Non-Operating	--	--	--	--	--

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Gain (Loss) on Sale of Assets	--	--	--	--	--
Other, Net	--	--	--	--	--
Net Income Before Taxes	(36.0)	(102.3)	(39.2)	(18.4)	(54.9)
Provision for Income Taxes	(2.5)	(2.4)	(2.5)	(3.3)	(3.4)
Net Income After Taxes	(33.5)	(99.9)	(36.7)	(15.0)	(51.6)
Minority Interest	0.1	0.5	(0.6)	0.3	0.4
Equity In Affiliates	--	--	--	--	--
U.S. GAAP Adjustment	--	--	--	--	--
Net Income Before Extra. Items	(33.4)	(99.4)	(37.3)	(14.8)	(51.1)
Accounting Change	--	--	--	--	--
Discontinued Operations	--	--	--	--	--
Extraordinary Item	--	--	--	--	--
Tax on Extraordinary Items	--	--	--	--	--
<b>Net Income</b>	<b>(33.4)</b>	<b>(99.4)</b>	<b>(37.3)</b>	<b>(14.8)</b>	<b>(51.1)</b>
Preferred Dividends	--	--	--	--	--
General Partners' Distributions	--	--	--	--	--
Miscellaneous Earnings Adjustment	--	--	--	--	--
Pro Forma Adjustment	--	--	--	--	--
Interest Adjustment - Primary EPS	--	--	--	--	--
Income Available to Com Excl ExtraOrd	(33.4)	(99.4)	(37.3)	(14.8)	(51.1)
Income Available to Com Incl ExtraOrd	(33.4)	(99.4)	(37.3)	(14.8)	(51.1)
Basic Weighted Average Shares	3,580.08	3,580.08	3,580.08	3,579.97	3,578.83
Basic EPS Excluding Extraordinary Items	(0.009)	(0.028)	(0.010)	(0.004)	(0.014)
Basic EPS Including Extraordinary Items	(0.009)	(0.028)	(0.010)	(0.004)	(0.014)
Dilution Adjustment	0.0	0.0	0.0	0.0	0.0
Diluted Weighted Average Shares	3,580.08	3,580.08	3,580.08	3,579.97	3,578.83
Diluted EPS Excluding ExtraOrd Items	(0.009)	(0.028)	(0.010)	(0.004)	(0.014)
Diluted EPS Including ExtraOrd Items	(0.009)	(0.028)	(0.010)	(0.004)	(0.014)
DPS - Common Stock Primary Issue	0.000	0.000	0.000	0.000	0.000
Gross Dividends - Common Stock	0.0	0.0	0.0	0.0	0.0
Total Special Items	--	--	--	--	--
Normalized Income Before Taxes	(36.0)	(102.3)	(39.2)	(18.4)	(54.9)
Effect of Special Items on Income Taxes	--	--	--	--	--
Inc Tax Ex Impact of Sp Items	(2.5)	(2.4)	(2.5)	(3.3)	(3.4)
Normalized Income After Taxes	(33.5)	(99.9)	(36.7)	(15.0)	(51.6)
Normalized Inc. Avail to Com.	(33.4)	(99.4)	(37.3)	(14.8)	(51.1)
Basic Normalized EPS	(0.009)	(0.028)	(0.010)	(0.004)	(0.014)
Diluted Normalized EPS	(0.009)	(0.028)	(0.010)	(0.004)	(0.014)

**Interim Balance Sheet (unaudited)**

In Millions of Hong Kong Dollars (except for per share items)	20XX 20XX-12-31	20XX 20XX-06-30	20XX 20XX-12-31	20XX 20XX-06-30	20XX 20XX-12-31
Cash	181.5	211.7	282.8	313.2	47.7
Cash & Equivalents	--	--	--	--	--
Short Term Investments	--	--	--	--	--
Cash and Short Term Investments	181.5	211.7	282.8	313.2	47.7
Accounts Receivable - Trade, Net	14.1	14.0	15.7	4.3	8.6
Notes Receivable - Short Term	--	--	--	--	--
Receivables - Other	24.6	29.6	17.8	3.7	6.2
Total Receivables, Net	38.7	43.6	33.5	7.9	14.8
Total Inventory	0.2	0.2	2.3	0.7	1.4
Prepaid Expenses	--	--	--	--	--

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Other Current Assets, Total	0.7	1.3	2.2	2.4	--
<b>Total Current Assets</b>	<b>221.1</b>	<b>256.8</b>	<b>320.9</b>	<b>324.3</b>	<b>63.9</b>
Property/Plant/Equipment, Total - Gross	--	--	--	--	--
Accumulated Depreciation, Total	--	--	--	--	--
Property/Plant/Equipment, Total - Net	27.5	17.5	9.9	7.6	3.9
Goodwill, Net	663.0	664.1	597.0	600.5	6.5
Intangibles, Net	140.9	158.9	168.7	176.6	--
Long Term Investments	59.1	54.7	12.0	3.1	--
Note Receivable - Long Term	--	--	--	--	--
Other Long Term Assets, Total	--	--	--	--	--
Other Assets, Total	--	--	--	--	--
<b>Total Assets</b>	<b>1,111.5</b>	<b>1,152.1</b>	<b>1,108.6</b>	<b>1,112.0</b>	<b>74.3</b>
Accounts Payable	1.6	2.9	3.4	4.0	6.7
Payable/Accrued	5.4	2.7	3.6	3.4	6.0
Accrued Expenses	--	--	--	--	--
Notes Payable/Short Term Debt	0.0	0.0	0.0	0.1	0.0
Current Port. of LT Debt/Capital Leases	--	--	--	--	--
Other Current liabilities, Total	--	0.0	0.2	0.2	0.2
<b>Total Current Liabilities</b>	<b>7.0</b>	<b>5.6</b>	<b>7.1</b>	<b>7.7</b>	<b>12.9</b>
Long Term Debt	--	--	--	--	--
Capital Lease Obligations	--	--	--	--	--
Total Long Term Debt	0.0	0.0	0.0	0.0	0.0
Total Debt	0.0	0.0	0.0	0.1	0.0
Deferred Income Tax	33.8	38.8	42.6	44.0	--
Minority Interest	3.5	4.1	4.7	5.1	--
Other Liabilities, Total	--	--	--	--	--
<b>Total Liabilities</b>	<b>44.3</b>	<b>48.5</b>	<b>54.4</b>	<b>56.8</b>	<b>12.9</b>
Redeemable Preferred Stock, Total	--	--	--	--	--
Preferred Stock - Non Redeemable, Net	--	--	--	--	--
Common Stock, Total	7.2	7.2	7.2	7.2	6.0
Additional Paid-In Capital	1,264.2	1,163.0	1,158.0	1,099.7	99.0
Retained Earnings (Accumulated Deficit)	(293.8)	(157.2)	(114.5)	(51.9)	(43.2)
Treasury Stock - Common	--	--	--	--	--
ESOP Debt Guarantee	--	--	--	--	--
Unrealized Gain (Loss)	--	--	--	--	--
Other Equity, Total	89.6	90.5	3.5	0.2	(0.4)
<b>Total Equity</b>	<b>1,067.1</b>	<b>1,103.5</b>	<b>1,054.2</b>	<b>1,055.2</b>	<b>61.4</b>
Total Liabilities & Shareholders' Equity	1,111.5	1,152.1	1,108.6	1,112.0	74.3
Shares Outs - Common Stock Primary Issue	3,580.09	3,580.08	3,578.83	3,578.83	2,675.00
Shares Outstanding - Common Issue 2	--	--	--	--	--
Shares Outstanding - Common Issue 3	--	--	--	--	--
Shares Outstanding - Common Issue 4	--	--	--	--	--
Total Common Shares Outstanding	3,580.09	3,580.08	3,578.83	3,578.83	2,675.00
Total Preferred Shares Outstanding	--	--	--	--	--

#### Interim Cash Flow Statement (un-audited)

In Millions of Hong Kong Dollars (except for per share items)	20XX	20XX	20XX	20XX	20XX
	20XX-12-31 Period Length 6 Months	20XX-06-30 Period Length 12 Months	20XX-12-31 Period Length 6 Months	20XX-06-30 Period Length 12 Months	20XX-12-31 Period Length 6 Months
Net Income/Starting Line	--	--	--	--	--
Depreciation/Depletion	--	--	--	--	--
Amortization	--	--	--	--	--
Deferred Taxes	--	--	--	--	--
Non-Cash Items	--	--	--	--	--
Changes in Working Capital	(17.6)	(109.1)	(15.6)	(15.3)	(7.7)
Cash from Operating Activities	(17.6)	(109.1)	(15.6)	(15.3)	(7.7)
Capital Expenditures	--	--	--	--	--
Other Investing Cash Flow Items, Total	(12.6)	(5.2)	(15.2)	(327.4)	(13.5)

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Cash from Investing Activities	(12.6)	(5.2)	(15.2)	(327.4)	(13.5)
Financing Cash Flow Items	0.0	0.3	0.0	648.6	61.9
Total Cash Dividends Paid	--	--	--	--	--
Issuance (Retirement) of Stock, Net	--	--	--	--	--
Issuance (Retirement) of Debt, Net	--	--	--	--	--
Cash from Financing Activities	0.0	0.3	0.0	648.6	61.9
Foreign Exchange Effects	0.0	12.5	0.4	0.2	(0.0)
Net Change in Cash	(30.2)	(101.5)	(30.4)	306.1	40.6

#### **E) HIGHLIGHTS & REVIEWS (FOR NINE-MONTH ENDED 31 MAR 20XX):**

- Revenue for the Nine-Month Period amounted to approximately HK\$45.6 million, representing an increase of approximately 42.9% over the corresponding period in 20XX. Revenue represents the amounts received and receivable from the provision of sports lottery management and marketing consultancy services, supply of sports lottery sales terminals (and accessories), provision of lottery advisory service, enterprise solutions of digital image processing system, sales of computer software products and related maintenance services to outside customers in the People's Republic of China ("PRC") and the Macao Special Administrative Region of the PRC during the periods.
- Increase in revenue of the Group was mainly attributable to the contributions of its sports lottery management and marketing consultancy services in the PRC, which were boosted as the Group expanded into more provinces of the PRC and penetrated into the lucrative sports lottery instant tickets market during the period under review. As the income of the Group derived from its sports lottery management and marketing consultancy services in respect of the sports lottery instant tickets is based on fixed percentages of the actual sales of such tickets, the overwhelming response of such tickets in the period became a revenue driver for the Group. Over approximately 94.0% of the Group's revenue for the Nine-Month Period was derived from the provision of sports lottery management and marketing consultancy services and supply of sports lottery sales terminals (and accessories).

For the Nine-Month Period, the gross profit percentage stood at approximately 35.6%, whereas the gross profit percentage of the corresponding period in 20XX was approximately 63.0%. The decrease in the gross profit percentage was due to the fact that higher costs of services were incurred by the Group for the Nine-Month Period since there were more start-up costs as the Group expanded its retail management consultancy business into more provinces in the PRC, supplied more sports lottery sales terminals and accelerated its penetration into the new PRC sports lottery instant tickets market.

- The net loss of the Group attributable to equity holders of the Company for the Three-Month Period amounted to approximately HKD33.4 million, whereas the net loss of the Group

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attributable to equity holders of Subject for the corresponding period in 20XX amounted to approximately HKD51.1 million. The net loss of the Group attributable to equity holders of Subject for the Nine-Month Period amounted to approximately HKD170.1 million, whereas the net loss of the Group attributable to equity holders of Subject for the corresponding period in 20XX amounted to approximately HKD113.8 million. Loss attributable to equity holders of Subject for the Nine-Month Period amounted to approximately HKD170.1 million, primarily due to:

- (i) the share-based payment expense (totalling approximately HKD116.6 million for the Nine-Month Period) as a result of the adoption of Hong Kong Financial Reporting Standard 2 “Share-based Payment” for share options of Subject granted to Directors, employees of the Group and other eligible participants under the share option scheme of Subject;
  - (ii) the amortisation of other intangible assets (amounting to approximately HKD29.5 million for the Nine-Month Period); and
  - (iii) the increase in cost of sales and services as well as administrative and marketing expenses as a result of the continuous expansion of the Group’s retail management and marketing consultancy businesses.
- The Board does not recommend the payment of an interim dividend for the Nine-Month Period ended 31 Mar 20XX.

**Five Years Financial Summary (audited) and Ratio Analysis (year ended 30 Jun 20XX to 20XX):**

Unit: HKD(thousand)	06/20XX	06/20XX	06/20XX	06/20XX	06/20XX
<b>Turnover</b>	<b>44,970</b>	<b>22,065</b>	<b>69,404</b>	<b>14,290</b>	<b>10,465</b>
Profit/(Loss) Before Taxation	(138,214)	(61,265)	(2,650)	(22,622)	(6,589)
Taxation	8,601	471	(152)	-	-
Profit/(Loss) After Taxation	(129,613)	(60,794)	(2,802)	(22,622)	(6,589)
Minority Interests	1,077	343	-	-	-
<b>Profit/(Loss) Attributable to Shareholders</b>	<b>(128,536)</b>	<b>(60,451)</b>	<b>(2,802)</b>	<b>(22,622)</b>	<b>(6,589)</b>
Profit/(Loss) After Taxation and Dividends	(128,536)	(60,451)	(2,802)	(22,622)	(6,589)
Earnings/(Loss) per Share (cents)					
Basic	(4)	(2)	-0	(4)	(1)
Dilute	(4)	(2)	-0	-	-
Major Indicators					
Cost of sales	16,252	14,636	56,407	12,126	7,559
Depreciation	3,083	1,140	664	503	383
Selling and Distribution Expense	43,142	22,955	148	187	98

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General and Administrative Expenses	-	-	15,620	14,246	9,399
Interest Expenses/Financial Cost	-	-	-	6	2
Gross Profit/loss	28,718	7,429	12,997	2,164	2,906
Operating Profit/(Loss)	(7,578)	(13,528)	(2,650)	(22,622)	(6,587)

Unit: HKD(thousand)	06 / 20XX	06 / 20XX	06 / 20XX	06 / 20XX	06 / 20XX
Non-Current Assets	895,266	787,751	1,041	1,619	12,802
<b>Current Assets</b>	<b>256,789</b>	<b>324,275</b>	<b>17,668</b>	<b>30,435</b>	<b>25,531</b>
<b>Current Liabilities</b>	<b>5,611</b>	<b>7,702</b>	<b>13,710</b>	<b>24,303</b>	<b>7,930</b>
Net Current Assets/(Liabilities)	251,178	316,573	3,958	6,132	17,601
Non-Current Liabilities	38,810	44,030	-	-	-
Minority Interests	4,123	5,100	-	-	-
<b>Net Assets/(Liabilities)</b>	<b>1,103,511</b>	<b>1,055,194</b>	<b>4,999</b>	<b>7,751</b>	<b>30,403</b>
Capital and Reserves					
Share Capital	7,160	7,158	5,350	5,350	5,350
Reserves	1,096,351	1,048,036	(351)	2,401	25,053
<b>Shareholders' Funds/(Deficits)</b>	<b>1,103,511</b>	<b>1,055,194</b>	<b>4,999</b>	<b>7,751</b>	<b>30,403</b>
Non-Current Assets					
Property, Plant and Equipment	17,545	7,580	1,041	1,605	1,499
Interests in Associates	-	3,089	-	14	-
Current Assets					
Accounts Receivable	11,423	1,121	1,710	3,559	4,100
Inventories	248	726	1,467	3,918	3,994
Cash and Bank Balances	211,656	313,217	7,038	11,330	16,015
Current Liabilities					
Accounts Payable	2,875	4,043	8,176	659	1,089
Bank Loans	-	72	-	-	2,144
Non-Current Liabilities					
<b>Total Assets</b>	<b>1,152,055</b>	<b>1,112,026</b>	<b>18,709</b>	<b>32,054</b>	<b>38,333</b>
<b>Total Liabilities</b>	<b>48,544</b>	<b>56,832</b>	<b>13,710</b>	<b>24,303</b>	<b>7,930</b>
Number of Share	3,580,085,000	3,578,835,000	535,000,000	535,000,000	535,000,000

Unit: HKD(thousand)	06/20XX	06/20XX	06/20XX	06/20XX	06/20XX
Net cash inflow/(outflow) from operating activities	(109,074)	(15,273)	(4,354)	(1,889)	(1,678)
Net cash inflow/(outflow) from investing activities	(5,200)	(327,407)	17	(623)	(4,804)
Net cash inflow/(outflow) from financing activities	273	648,618	-	-	20,396
Increase/(decrease) in cash and cash equivalents	(114,002)	305,938	(4,337)	(2,512)	13,914
Cash and cash equivalents at the beginning of fiscal year	313,145	7,037	11,330	13,871	-
Effect of changes in exchange rates	12,514	170	45	(30)	(43)
Cash and cash equivalents at the end of fiscal year	211,657	313,145	7,038	11,329	13,871

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Quote Information					Evaluation Information				
Last (as of 16 Jul 20XX)		0.465	Price/Earnings Ratio (X)		0.00				
Change		0.005	Earnings/(Loss) per Share (cents) (cents)		-3.59				
Lot Size		4000	Dividends (cents)		-				
Day High		0.470	Yield (%)		0.00				
Day Low		0.455	Net Profit Margin (%)		-285.8251				
Volume		2536000.000	Return on Assets (%)		-11.1571				
52-Week High		0.690	Evaluation (thousand)		1665320.775				
52-Week Low		0.080	Number of Share (thousand)		3581335				
Financial Year End	Earnings/(Loss) (HKD: thousand)	YOY Chg(%)	Earnings/(Loss) per Share (cents) (HKD: cents)	YOY Chg(%)	Dividends(HKD: cents)	Price/Earnings Ratio (X)	Yield (%)	Dividend Payout (X)	Book NAV per Share (HKD)
06/20XX	(128,536)	-	-3.59	-	-	-	-	-	0.31
06/20XX	(60,451)	-	-2.06	-	-	-	-	-	0.29
06/20XX	(2,802)	-	-0.105	-	-	-	-	-	0.01
06/20XX	(22,622)	-	-4.23	-	-	-	-	-	0.01
06/20XX	(6,589)	-	-1.41	-	-	-	-	-	0.06
<b>Financial Ratios</b>									
		<b>06/20XX</b>	<b>06/20XX</b>	<b>06/20XX</b>	<b>06/20XX</b>	<b>06/20XX</b>			
<b>Liquidity Analysis Ratios</b>									
Current Ratio (X)		45.7653	42.1027	1.2887	1.2523	3.2195			
Quick Ratio (X)		45.7211	42.0084	1.1817	1.0911	2.7159			
Net Working Capital Ratio (X)		0.2180	0.2847	0.2116	0.1913	0.4592			
<b>Profitability Analysis Ratios</b>									
Operating Profit Margin(%)		-16.8515	-61.3098	-3.8182	-158.3065	-62.9431			
Net Profit Margin (%)		-285.8251	-273.9678	-4.0372	-158.3065	-62.9623			
<b>Earnings/(Loss) per Share (cents)</b>									
- Basic		-3.59	-2.06	-0.105	-4.23	-1.41			
- Dilute		-3.59	-2.06	-0.105					
<b>Return on Capital Employed Ratios</b>									
Return on Assets (%)		-11.1571	-5.4361	-14.9767	-70.5747	-17.1888			
Return on Equity (%)		-11.6479	-5.7289	-56.0512	-291.8591	-21.6722			
<b>Activity Analysis Ratios</b>									
Assets Turnover Ratio (X)		0.0390	0.0198	3.7097	0.4458	0.2730			
Accounts Receivable Turnover Ratio (X)		3.9367	19.6833	40.5871	4.0152	2.5524			
Collection Period for Accounts Receivables (Days)		92.7170	18.5436	8.9930	90.9052	143.0005			
<b>Capital Structure Analysis Ratios</b>									
Debt/Equity (%)			0.0068			7.0519			
Long Term Debt/Equity (%)									



### Business Review:

During the Three-Month Period ended 31 Mar 20XX, the Group continued to focus on its sports lottery related business and its major source of revenue came from the provision of sports lottery management and marketing consultancy services as well as its supply of sports lottery sales terminals (and accessories). In particular, management consultancy services provided by the Group in relation to the sales of sports lottery computer ticket games in the municipality of Chongqing and the provinces of Hunan and Jiangxi in the PRC, together with the Group's management and marketing consultancy services in relation to the sales of sports lottery instant tickets in Anhui province and the municipality of Chongqing in the PRC, achieved satisfactory performance during the Three-Month Period.

The sports lottery market continues to grow rapidly in the PRC. The total sports lottery sales in the PRC amounted to approximately RMB11.6 billion in the first quarter (ended 31 Mar) of 20XX, representing an increase of approximately 34.1% as compared with the corresponding period last year\*. Out of the aforesaid total sports lottery sales of approximately RMB11.6 billion, about 24.0% was attributable to the sale of sports lottery instant tickets\*.

To capitalise on the growth momentum brought about by the sales of sports lottery instant tickets in the PRC, continuous efforts have been made by the Group to assist its customers in setting up more sales venues through the retail chain outlets of 集團有限公司 (Joint-Stock Trade Chain Co., Ltd.) in Hunan and Henan provinces and of Sugu Supermarket Co., Ltd. in Jiangsu province during the Three-Month Period. The marketing consultancy services rendered by the Group in respect of sports lottery instant tickets sales through these retail chain distribution channels shall continue to strengthen the earnings base of the Group.

\* source: website of Ministry of Finance PRC (中華人民共和國財政部網址)

### Business Outlook (self explanatory):

New sports lottery high frequency games have been approved and rolled out by various sports lottery administration centres in over 20 provinces in the PRC, including Liaoning, Anhui, Gansu, Henan, Jiangsu and the municipality of Chongqing where the Group has already established its presence. New single match sports lottery is also expected to be widely launched to the public in the PRC later this year (20XX), with pilot launch having commenced in Liaoning province in early May 20XX. It is believed that the new sports lottery high frequency games and the new single match sports lottery are going to be the next future growth drivers to the PRC sports lottery market following the well-received sports lottery instant tickets. As the Group has already established a strong foothold in various provinces and the municipality of Chongqing in the PRC, we will continue to strive for various business opportunities to capitalise on the growth potential to be brought about by these new products in the sports lottery market.

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Overall speaking, the prospects of the sports lottery sector remain promising. The popular demand for sports lottery instant tickets since its re-introduction into the PRC sports lottery market in the second quarter of 20XX shall continue to strengthen the earnings base of the Group's management and marketing consultancy services. The sports lottery instant tickets sales recorded about RMB2.8 billion in the first quarter (ended 31 Mar) of 20XX, representing approximately 24.0% of the total sports lottery sales in the PRC during the same period\*.

The Group will also continue to explore opportunities in different PRC sports lottery arenas including, but not limited to, the provision of sports lottery retail chain management and marketing consultancy services, the introduction of new lottery games and related systems to the sports lottery sector, as well as exploring more strategic business alliances with the aim of consolidating its leadership as a fully integrated solutions provider for the sports lottery market in the PRC.

\* source: website of Ministry of Finance PRC (中華人民共和國財政部網址)

#### Bankers:

Maintaining accounts with following UBS AG, Deutsche Bank Ag, Hong Kong Branch and The Hongkong and Shanghai Banking Corporation Limited. No negative implication has been reported.

#### Auditor:

Subject's auditor is \*\*\*\*\*, Chartered Accountants and Certified Public Accountants (at \*\*\* Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong), which has audited the 20XX financial statements ended 30 Jun 20XX for Subject and the Group with the following opinion (self-explanatory) dated 23 Sep 20XX:

"In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 30 June 20XX and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance."

#### **F) PRINCIPAL SUBSIDIARIES** (as of 30 Jun 20XX)

Name of subsidiary	Proportion of nominal value of issued capital/registered capital held by Subject	Place of incorporation/ registration (Principal place of operations)
Asia Gaming Technologies Limited	51% (indirect)	Hong Kong (PRC)

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***** (北京) 有限公司 (Asia ***** (Beijing) Co., Ltd.*)	51% (indirect)	PRC (PRC)
***** Management Limited	100% (indirect)	Hong Kong (Hong Kong)
廣州市*****有限公司 (*** (Guangzhou) Technology Company Limited*)	100% (indirect)	PRC (PRC)
*** Limited	100% (direct)	British Virgin Islands (Macao)
*** Software Limited	100% (indirect)	British Virgin Islands (Macao)
*** Solutions Holdings Limited	100% (indirect)	British Virgin Islands (PRC)
珠海*****有限公司 (Zhuhai ***** Development Co., Ltd.*)	100% (indirect)	PRC (PRC)
北京*****發展有限公司 (Beijing ***** Development Co., Ltd.*)	100% (indirect)	PRC (PRC)
*****有限公司 (China Co., Ltd.*)	100% (indirect)	PRC (PRC)
湖南*****有限公司 (China Lottery Management (Hunan) Co., Ltd.*)	100% (indirect)	PRC (PRC)
江西*****有限公司 (China ***** (Jiangxi) Co., Ltd.*)	100% (indirect)	PRC (PRC)
安徽*****管理有限公司 (China ***** (Anhui) Co., Ltd.*)	100% (indirect)	PRC (PRC)
遼寧*****管理有限公司 (China Lottery Management (Liaoning) Co., Ltd.*)	100% (indirect)	PRC (PRC)
廣東*****有限公司 (Guangdong Sample Lottery Information Technology Co., Ltd.*)	100% (indirect)	PRC (PRC)
SYSTEK LTD	100% (indirect)	British Virgin Islands (PRC)
SHINING CHINA INC	100% (indirect)	British Virgin Islands (PRC)

\* English name is for identification purposes only.

## G) COURT, DEBT COLLECTION & REGULATORY RECORDS

-Subjects, its two major shareholders, eight directors and seventeen principal subsidiaries are not filed as defendant in our database (including last 7 years' civil claims records; and criminal records since 1 Jan 2004 in Hong Kong; and partial civil and criminal records (in major cities) in China).

-No winding up or bankruptcy petition was found against Subject, its two major shareholders, eight directors and seventeen principal subsidiaries in the last 7 years.

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## H) ADVERSE INFORMATION

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-No adverse information was learned on Subject, its two major shareholders, eight directors and seventeen principal subsidiaries (including media search and search of regulatory bodies in Hong Kong and China).

### **Note1 (Abbreviations Adopted)**

CR = Companies Registry, Hong Kong.  
HKID# = Hong Kong Identity Card Number  
PP# = Passport Number  
PRC = China  
Subject = Sample Holdings Limited

### **Note2:**

Most of the mainland China companies and individuals are only officially registered in Chinese simplified characters. Any English names or Chinese traditional characters (unless otherwise specified) in this report are given for identification purposes only.

\*\*\*END OF REPORT\*\*\*