

(Stock Code: 8032)



**GreaterChina**  
Technology Group Limited  
大中華科技(集團)有限公司  
*(Incorporated in the Cayman Islands with limited liability)*



## Third Quarterly Report 2007





## 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.**

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*This report, for which the directors of GreaterChina Technology Group Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM Listing Rules”) for the purpose of giving information with regard to GreaterChina Technology Group 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.*



## CHAIRMAN'S STATEMENT

On behalf of the Board of Directors (the "Board"), we hereby present the results of GreaterChina Technology Group Limited (the "Company") and its subsidiaries (together the "Group") for the nine months ended 30 April 2007.

We remain fully committed to our goal of becoming a leader in producing Traditional Chinese Medicine ("TCM") health supplements, by using TCM-based ingredients, western biotechnology and maintaining high international standards by manufacturing under the USA Good Manufacturing Practice ("GMP").

Since November 2001, the Group has expanded its business by producing a range of health supplements with the usage of TCM and Chinese herbs by applying pharmaceutical scientific techniques to TCM remedies. As research and development play a major role in the exploration of TCM, the Group utilizes its advanced biotechnology and the support of renowned academic establishments in the Chinese medicinal field to ensure the consistent efficacy of its products and to maintain the stability of the products' chemical ingredients, with a view to ascertain that the products are of higher quality standard than most traditional Chinese medicine.

The Group is intensely engaged in the study of Proteomics through the establishment of the Chinese Medicinal Fungal ("CMF") Proteomics Laboratory, a collaboration with the Department of Biology, Chinese University of Hong Kong. The study of Proteomics enables the detection of abnormalities for protein profile in diseases and tissues and apply a TCM/fungal methodology to identify and treat certain life threatening diseases such as leukemia, renal tumor, pancreatic tumor, liver tumor and other genetic diseases in which they are unique in this part of Asia Pacific Region.

On 4 November 2004, the Group had gained control of the board of directors of the pharmaceutical manufacturing plant in the People's Republic of China, which is currently a wholly owned subsidiary of the Group. After diversification of the Group's business in the PRC, the business development plan of the Group is further enhanced by the production facilities, the existing product lines and the distribution network of this pharmaceutical manufacturing plant. Therefore, the Group has fully complied with a vertical integration of its business model, research and product development through its own CMF Proteomics Laboratory, its manufacturing and procession in the pharmaceutical plant in the PRC and its distribution network in Hong Kong, the PRC and worldwide. Hence, the Group has positioned itself as a leader in this cutting edge technology in both Chinese herbal and western medicine.

We have devoted our efforts to strengthening our business foundation to ensure we stand a strong position to strive for market opportunities, broaden our revenue, increase the growth potential and thus enhance the shareholders' worth.



## FINANCIAL REVIEW

### Segment Information

For the nine months ended 30 April 2007 under review, the Group recorded a total revenue of HK\$32.0 million, of which HK\$14.6 million was contributed from the Group's core business of sales of nutraceutical Chinese herbal products and related services, HK\$4.0 million from sales of western medicine in the PRC, HK\$0.2 million from consultation income, and approximately HK\$13.2 million from interest income, written off of a loan and other sundries. For the comparative figures in the corresponding period in last year, the Group earned a total revenue of HK\$14.8 million, of which HK\$8.7 million was generated from the sale of nutraceutical Chinese herbal products and related services, HK\$5.1 million from sales of western medicine in the PRC, HK\$0.3 million from consultation income and HK\$0.7 million from interest income and other sundries.

For the nine months ended 30 April 2007, the overall revenue increased because the Group's major revenue from sales of herbal products increased by 68% as compared to the corresponding period last year due to the Group's continued effort in exploring new sales network. Besides, the Group recorded a net gain of HK\$8.8 million resulting from written off of a loan and goodwill. Although the administrative expenses were slightly increased by 2.9% to HK\$22.8 million in the nine months ended 30 April 2007 as compared to HK\$22.2 million in the corresponding period last year, it did not increase proportionately with the increase in turnover due to the Group's cost control policy.

As a result, the overall performance of the Group had improved. The Group recorded profit attributable to equity holder of the Company of HK\$3.7 million for the three months ended 30 April 2007, as compared to loss attributable to equity holder of HK\$4.8 million for the three months ended 30 April 2006. The losses attributable to equity holders of the Company for the nine months ended 30 April 2007 was HK\$1.2 million, represented a significant decrease of 91.6% as compared to the loss attributable to equity holders of the Company of HK\$13.7 million for the nine months ended 30 April 2006. The EBITDA for the three months and nine months ended 30 April 2007 were HK\$5.1 million and HK\$3.3 million respectively.



## BUSINESS REVIEW

The Group is currently engaged in the research and development, manufacturing, marketing and distribution of western medicine and healthcare products based on traditional Chinese medicine.

During the nine months ended 30 April 2007, the Group has achieved the following objectives:

### ***RESEARCH & PRODUCT DEVELOPMENT:***

Continue to conduct research and development at the Chinese Medicinal Fungal (CMF) Proteomics Laboratory;

Initial communication with the Guangdong Provincial People's Hospital to conduct human clinical trial on Immunomodulatory and Anti-Tumor Activities of HERBSnSENSES™ Cordyceps Polysaccharides Platinum;

Initial communication with the Peking Union Medical College to conduct human clinical trial on Anti-Hepatitis and Anti-Tumor Activities of HERBSnSENSES™ Polysaccharides Liver Enrich; and

Performing biophysical assays on characteristics of the structural and functional relationship among the SARS viral peptides and antibodies by using the state-of-the-art medical equipment "Solid Phase Peptide Synthesiser".

### ***OPERATION OF A PHARMACEUTICAL MANUFACTURING PLANT:***

Restructured sales team and expanded the sales network for western medicine in the PRC.



## ***BRAND-BUILDING AND DISTRIBUTION OF HERBAL AND OTHER PRODUCTS:***

Explored new distribution channels and launched officially the Group's health care products in United Arab Emirates and the South East Asia;

Continued the brand-building of HERBSnSENSES™ via promotional activities such as advertising, distribution of newsletters, promotion of membership scheme and health seminars;

Continued the promotion of membership scheme to strengthen relations with existing members and expanding new members database;

Marketing and distribution of HERBSnSENSES™ products via our websites [www.herbsnsenses.com](http://www.herbsnsenses.com), [www.sensesshop.com](http://www.sensesshop.com) and expanding our scope of sphere into more healthcare distribution channels;

Participating in various exhibitions of western medicine and nutraceutical products in the PRC to promote the brand-awareness of the Group's products; and

Obtaining licenses and health regulatory approval on our products in the PRC, South East Asia and the Middle East.



## FUTURE PLANS AND DEVELOPMENT

In the near future, in addition to the overall business plan, the Group will continue to focus its efforts and resources in the following areas:

### **RESEARCH & PRODUCT DEVELOPMENT:**

Research and development in the search of value added therapeutic products to advance and enhance the Group's Cordyceps and other TCM product range;

Research and development on other TCM product lines, including nutraceutical, herbal and pharmaceutical product lines, either in cooperation with external research institutions or in-house;

Research and development in new product range such as western herbs and/or western medicine to enhance the Group's competitiveness;

Continue the Proteomics research with a target to identify 20,000 groups of proteins to set up a "Human Disease Proteoms" database;

Discovery of protein-based marker and drug for diagnostic and therapeutic treatment; and

Collaboration with local and foreign institutions and universities in the field of research and clinical trials.

### **OPERATION OF A PHARMACEUTICAL MANUFACTURING PLANT:**

Setting up of an international Good Manufacturing Practice (GMP) facility in the PRC;

Reinforce the brand-awareness of its existing pharmaceutical products and expand its distribution network in the PRC market;

Obtain licenses and health regulatory approval on some of its western medicinal formulae in the PRC;

Setting up a manufacturing plant for HERBSnSENSES™ Cordyceps and other product series for the distribution in the PRC;



Establishing strategic partnership to increase the income source; and

Enhance its existing research and development center to upgrade it into a more innovative, state-of-the-art laboratory.

### ***BRAND-BUILDING AND DISTRIBUTION OF HERBAL AND OTHER PRODUCTS:***

Official launching of HERBSnSENSES™ Cordyceps, HERBSnSENSES™ Lingzhi, HERBSnSENSES™ Polysaccharides and HERBSnSENSES™ Perilla Seed Oil in the PRC, the USA, Canada, Europe and the Middle East;

Obtaining licenses and health regulatory approval in the PRC, Canada, Malaysia, Singapore, Thailand, Indonesia, Philippines, Japan and Korea;

Organising regular seminars on health issues in Hong Kong and the PRC;

Exhibitions and promotions in Hong Kong, the PRC, Japan, Europe, Korea, Canada and the USA; and

Opening of more concept counters at prestigious department stores or reputable pharmacies.

## **APPRECIATION**

I would like to take this opportunity to express my gratitude to all members of the Board and staff for their dedication and contribution to the Group and to those who have continuously supported us.

**Kelly Cheng**

*Chairman and Chief Executive Officer*

Hong Kong, 12 June 2007

## UNAUDITED CONSOLIDATED RESULTS

The Board of Directors (the "Board") of GreaterChina Technology Group Limited (the "Company") announces the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the periods from 1 February 2007 to 30 April 2007 and from 1 August 2006 to 30 April 2007 together with the comparative unaudited consolidated results for the corresponding periods in 2006 as follows:

### CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED)

	Notes	For the three months ended 30 April		For the nine months ended 30 April	
		2007	2006	2007	2006
		(Unaudited) HK\$	(Unaudited) HK\$	(Unaudited) HK\$	(Unaudited) HK\$
Turnover	3	4,514,277	2,860,229	18,840,673	14,154,887
Cost of sales		(1,688,390)	(1,189,798)	(10,285,738)	(6,879,024)
Gross profit		2,825,887	1,670,431	8,554,935	7,275,863
Other revenue and gains	3	9,067,419	197,750	13,173,877	658,944
Administrative and other operating expenses		(8,122,024)	(6,345,026)	(22,836,922)	(22,190,779)
Profit/(loss) from operation	4	3,771,282	(4,476,845)	(1,108,110)	(14,255,972)
Finance costs		(100,094)	(313,391)	(339,667)	(782,177)
Profit/(loss) before taxation		3,671,188	(4,790,236)	(1,447,777)	(15,038,149)
Taxation	5	-	-	-	-
Profit/(loss) for the period		3,671,188	(4,790,236)	(1,447,777)	(15,038,149)
Attributable to:					
Equity holders of the Company		3,671,188	(4,456,220)	(1,156,555)	(13,716,402)
Minority interest		-	(334,016)	(291,222)	(1,321,747)
		3,671,188	(4,790,236)	(1,447,777)	(15,038,149)
Dividend		-	-	-	-
Earning/(loss) per share					
Basic	6	0.18 cents	(0.35 cents)	(0.06 cents)	(1.08 cents)
Diluted	6	N/A	N/A	N/A	N/A



*Notes:*

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (1998 Revision) of the Cayman Islands. The Company's shares have been listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The principal activities of the Group are trading of Chinese herbal products, provision of portal development and information technology advisory services and consultation services, and manufacture and selling of western medicine.

**2. BASIS OF PREPARATION**

The unaudited consolidated results have been prepared in accordance with accounting principles generally accepted in Hong Kong which include Hong Kong Financial Reporting Standards ("HKFRS"), Hong Kong Accounting Standards and Interpretations (collectively, "new HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants.

The accounting policies and methods of computation used in the preparation of this financial statements are the same as those adopted in preparing the annual audited financial statements for the year ended 31 July 2006.

### 3. TURNOVER AND OTHER REVENUE

	For the three months ended 30 April		For the nine months ended 30 April	
	2007 (unaudited) HK\$	2006 (unaudited) HK\$	2007 (unaudited) HK\$	2006 (unaudited) HK\$
<b>Turnover</b>				
Sale of goods	4,445,277	2,807,629	18,581,496	13,823,087
Rendering of services	69,000	52,600	259,177	331,800
	<b>4,514,277</b>	<b>2,860,229</b>	<b>18,840,673</b>	<b>14,154,887</b>
<b>Other revenue</b>				
Interest income	261,594	149,162	533,553	515,235
Dividend income	–	–	–	5,410
Others	–	34,161	7,914	137,920
	<b>261,594</b>	<b>183,323</b>	<b>541,467</b>	<b>658,565</b>
Other gains and losses				
Recognition of negative goodwill	–	–	3,817,383	–
Other loans written off (Note)	8,805,825	–	8,805,825	–
Gain on disposal of fixed assets	–	–	9,167	–
Unrealized holding gain on investments held for trading	–	14,427	–	–
Exchange gain	–	–	35	379
	<b>8,805,825</b>	<b>14,427</b>	<b>12,632,410</b>	<b>379</b>
Other revenue and gains	<b>9,067,419</b>	<b>197,750</b>	<b>13,173,877</b>	<b>658,944</b>

*Note:* It represents the net gain from written off of the amounts owed by the Group's Pharmaceutical Plant in the PRC to its ex-owner (the "Ex-owner") of RMB27.8 million and written off of goodwill of HK\$17.4 million arising from the acquisition of the Pharmaceutical Plant. After the discharge of the liability by the Ex-owner of the Pharmaceutical Plant in April 2007, except for a bank loan of RMB5 million in the PRC and trade payable and accruals, the Group did not have any other loans or bank borrowings.

#### 4. PROFIT/(LOSS) FROM OPERATING ACTIVITIES

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

	For the three months ended 30 April		For the nine months ended 30 April	
	2007	2006	2007	2006
	(unaudited) HK\$	(unaudited) HK\$	(unaudited) HK\$	(unaudited) HK\$
Depreciation	1,711,897	1,679,466	5,056,357	5,050,621
Amortisation of intangible assets	336,955	334,402	980,062	970,166
Amortisation of goodwill	–	313,975	–	941,925
Research and development costs	1,160	–	1,160	24,050
Minimum lease payments under operating leases in respect of land and buildings	197,696	255,708	856,735	925,825
Auditors' remuneration	–	–	–	–
Staff costs including directors' remuneration:				
Salaries and other allowances	1,561,853	1,834,487	5,247,486	5,572,734
Pension scheme contributions	18,132	24,515	53,214	77,374
	<b>1,579,985</b>	<b>1,859,002</b>	<b>5,300,700</b>	<b>5,650,108</b>
Realised loss on financial assets	–	4,914	–	140,013
Unrealised holding loss on financial assets	–	3,732	–	3,732

#### 5. TAXATION

No provision for Hong Kong profits tax has been made as the Group had no assessable profits for the nine months ended 30 April 2007 (2006: Nil). No provision for PRC enterprise income tax has been made as the PRC subsidiary incurred a loss for the nine months ended 30 April 2007 (2006: Nil).

There was no significant unprovided deferred taxation during the nine months ended 30 April 2007.

## 6. EARNING/(LOSS) PER SHARE

The calculation of the basic earning per share attributable to equity holders for the three months ended 30 April 2007 is based on the unaudited consolidated profit for the period of HK\$3,671,188 and on the weighted average number of shares of 2,034,240,000 in issue during the period. The calculation of basic loss per share for the nine months ended 30 April 2007 is based on the loss attributable to equity holders of the Company of HK\$1,156,555 and on the weighted average number of shares of 1,873,627,275 in issue during the period. The calculation of basis losses per share in the corresponding periods last year are based on the losses attributable to equity holders for the three months and nine months ended 30 April 2007 of HK\$4,456,220 and HK\$13,716,402 respectively and on the weighted average number of shares of 1,264,989,580 (restated) during the periods.

No diluted earning per share has been presented for the three months ended 30 April 2007 because the average exercise price of the Company's outstanding share options is higher than the average market price of the share in the period. Diluted loss per share amount for the three months ended 30 April 2006, and the nine months ended 30 April 2007 and 2006 has not been disclosed as the share options outstanding during those periods had an anti-dilutive effect on the basic loss per share for those periods.

The weighted average number of ordinary shares used in the basic loss per share calculation has been adjusted for the effect of the issue of ordinary shares by way of an open offer as referred to in note 7. The basic loss per share for the three months and nine months ended 30 April 2006 has been adjusted accordingly.

## 7. RESERVES

The movements in the reserves of the Group are as follows:

	Share premium account HK\$	Share- based payment reserve HK\$	Translation reserve HK\$	Accumulated losses HK\$	Attributable to equity holders of the Company HK\$	Minority interest HK\$	Total HK\$
At 31 July 2005	394,291,209	-	705,525	(301,006,804)	93,989,930	10,997,898	104,987,828
Net loss for the year Arising from increase in equity interest in a subsidiary	-	-	-	(18,457,226)	(18,457,226)	(1,503,638)	(19,960,864)
Recognition of equity-settled share-based payment	-	71,125	-	-	71,125	-	71,125
Exchange differences arising on translation of overseas operations	-	-	768,468	-	768,468	(12,605)	755,863
Balance at 31 July 2006 (audited)	394,291,209	71,125	1,473,993	(319,464,030)	76,372,297	4,695,079	81,067,376
Net loss for the period Arising from increase in equity interest in a subsidiary	-	-	-	(1,156,555)	(1,156,555)	(291,222)	(1,447,777)
Premium arising from open offer, net of expenses (Note)	4,444,897	-	-	-	4,444,897	-	4,444,897
Exchange differences arising on translation of overseas operations	-	-	3,943,325	-	3,943,325	-	3,943,325
Balance at 30 April 2007	398,736,106	71,125	5,417,318	(320,620,585)	83,603,964	-	83,603,964

*Note:* Pursuant to a special resolution passed at an extraordinary general meeting of the Company held on 1 September 2006, the Company issued 1,220,544,000 ordinary shares of HK\$0.01 each offer share at an issue price of HK\$0.015 per offer share on the basis of three offer shares for every two existing shares.

## DIVIDEND

The directors do not recommend the payment of any dividend for the nine months ended 30 April 2007 (2006: nil).

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

As at 30 April 2007, the interests and short positions of the directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Rule 5.46 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules"), were as follows:

### Long positions in ordinary shares of the Company

Name of director	Capacity	Number of shares	Percentage of the Company's issued share capital
Ms. Cheng Kit Yin, Kelly	Beneficially owned	1,071,004,230	52.64
Mr. Man Kong Yui	Interest of spouse	13,764,908	0.68

The interests of the directors in the share options of the Company are separately disclosed under the section "Share Option Scheme" of this report.

In addition to the above, a director has non-beneficial personal equity interest in certain subsidiaries held for the benefit of the Company solely for the purpose of complying with the minimum company membership requirements.

Save as disclosed above, none of the directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Rule 5.46 of the GEM Listing Rules.



## DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the share option scheme under the section "Share Option Scheme" of this report, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

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

At 30 April 2007, the following interests of 5% 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 336 of the SFO:

### Long positions

<b>Name</b>	<b>Number of ordinary shares held</b>	<b>Percentage of the Company's issued share capital</b>
China Global Gains Investment Limited	135,616,000	6.67

Save as disclosed above, no person, other than the directors of the Company, whose interests are set out in the section "Directors' and Chief Executives' interests in shares and options" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.



## SHARE OPTIONS SCHEME

Pursuant to an ordinary resolution in writing of the sole shareholder of the Company passed on 21 February 2000, the Company adopted a share option scheme (the “Old Scheme”) pursuant to which the directors were authorised to grant options to employees of the Company or its subsidiaries, including executive directors of such companies, to subscribe for shares of the Company. Options granted under the Old Scheme will entitle the holder to subscribe for shares from the date of grant up to 20 February 2010.

On 8 April 2002, the Company passed an ordinary resolution regarding the termination of the Old Scheme and adopted a new share option scheme (the “Revised Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations in compliance with the amended Chapter 23 of the GEM Listing Rules. All the share options granted under the Old Scheme which remained outstanding on the date of termination of that scheme continue to be valid and exercisable in accordance with the provisions of that scheme.

Eligible participants of the Revised Scheme include the Company’s directors, including independent non-executive directors, other employees of the Group, suppliers of goods or services to the Group, customers of the Group, and any minority shareholder in the Company’s subsidiaries. The Revised Scheme became effective on 18 April 2002 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

The maximum number of unexercised share options currently permitted to be granted under the Revised Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Revised Scheme within any 12-month period, is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders’ approval in a general meeting.



Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences from the date of acceptance of the offer for the grant of options but shall end in any event not later than ten years from the date on which the offer for grant of the option is made subject to the provisions for early termination thereof.

The exercise price of the share options is determinable by the directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Company's shares on the date of the offer of the share options; (ii) the average Stock Exchange closing price of the Company's shares for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

Movements of share options of the Company during the period are as follows:

	Date of grant of share options	Exercise price		Number of share options			
		Before adjustment	After adjustment	At 1 August 2006	Adjusted after open offer	Cancelled during the period	At 30 April 2007
		HK\$	HK\$				
<b>Directors</b>							
Ms. Cheng Kit Yin, Kelly	19.12.2000	0.218	0.140	16,000,000	24,873,950	–	24,873,950
	4.6.2002	0.234	0.151	51,808,000	80,541,849	–	80,541,849
	14.6.2006	0.075	0.048	8,000,000	12,436,975	–	12,436,975
Ms. Kuo Kwan	14.6.2006	0.075	0.048	3,000,000	4,663,866	–	4,663,866
Dr. Lau Lap Ping	19.4.2002	0.234	0.151	1,000,000	1,554,622	–	1,554,622
	14.6.2006	0.075	0.048	813,000	1,263,908	–	1,263,908
Mr. Man Kong Yui	14.6.2006	0.075	0.048	813,000	1,263,908	–	1,263,908
Mr. Yeung Chi Hung	14.6.2006	0.075	0.048	813,000	1,263,908	–	1,263,908
				<b>82,247,000</b>	<b>127,862,986</b>	<b>–</b>	<b>127,862,986</b>
<b>Other employees</b>							
In aggregate	19.12.2000	0.218	0.140	1,500,000	2,331,933	(777,311)	1,554,622
	19.4.2002	0.234	0.151	400,000	621,849	(310,925)	310,924
	14.6.2006	0.075	0.048	1,100,000	1,710,084	(1,399,160)	310,924
				<b>3,000,000</b>	<b>4,663,866</b>	<b>(2,487,396)</b>	<b>2,176,470</b>
				<b>85,247,000</b>	<b>132,526,852</b>	<b>(2,487,396)</b>	<b>130,039,456</b>



*Notes:*

- (i) On 19 December 2000, the Company granted 16,000,000 and 1,500,000 options to a director, Ms. Cheng Kit Yin, Kelly and employees respectively at the exercise price of HK\$0.218 each for a period of ten years under the Old Scheme. The share options are vested in different tranches and lapsed when the grantee ceases to be employed by the Group.
- (ii) On 19 April 2002, the Company granted 7,400,000 options to the directors and employees of the Group at the exercise price of HK\$0.234 each for a period of ten years. Options of 1,000,000 and 5,000,000 granted to Mr. Kam Shing and Mr. Ngai Sai Ming were cancelled following their resignation as non-executive director of the Company during the years ended 31 July 2005 and 2006 respectively.
- (iii) On 4 June 2002, the Company granted 51,808,000 options to Ms. Cheng Kit Yin, Kelly at the exercise price of HK\$0.234 each for a period of ten years.
- (iv) On 14 June 2006, the Company granted 14,539,000 options to the directors and employees of the Group at the exercise price of HK\$0.075 each for a period of ten years.
- (v) On 22 September 2006, the subscription prices of the outstanding options and the number of shares to be allotted and issued upon exercise of the outstanding options were adjusted in accordance with the rules of the share option schemes of the Company and the supplementary guidance on adjustment of share options enclosed in the letter dated 5 September 2005 from the Stock Exchange to the listed issuers.

At the balance sheet date, the Company had 130,039,456 share options outstanding under the Old Scheme and the Revised Scheme. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 130,039,456 additional ordinary shares of the Company and additional share capital of HK\$1,300,395 and share premium of HK\$15,860,889 (before issue expenses).

## AUDIT COMMITTEE

The Company's audit committee was formed on 17 March 2000 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The primary duties of the audit committee are to review the Company's internal control procedures, annual reports, financial statements, half-year reports and quarterly reports and to provide advice and comments thereon to the board of directors. The audit committee currently comprises three independent non-executive directors, Dr. Lau Lap Ping, Mr. Man Kong Yui and Mr. Yeung Chi Hung. The audit committee has reviewed the draft of this report and has provided advice and comments thereon.



## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the nine months ended 30 April 2007, the directors are not aware of any business or interest of the directors, the management shareholders and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

## PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the nine months ended 30 April 2007.

For and on behalf of the Board  
**GreaterChina Technology Group Limited**  
**Cheng Kit Yin, Kelly**  
*Chairman and Chief Executive Officer*

*Executive Directors:*

Ms. Cheng Kit Yin, Kelly  
Ms. Kuo Kwan

*Independent Non-executive Directors:*

Dr. Lau Lap Ping  
Mr. Man Kong Yui  
Mr. Yeung Chi Hung

Hong Kong, 12 June 2007